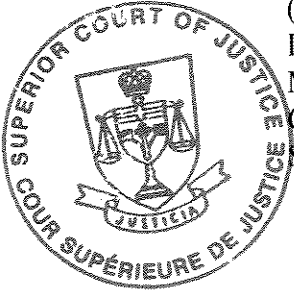


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MR*) TUESDAY, THE 14TH DAY OF
JUSTICE *C L Campbell*) NOVEMBER, 2006

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 AFTON FOOD GROUP LTD., AFTON
FOOD GROUP INC., JOINT TECHNOLOGIES INC., KEDARD
HOLDINGS LTD., ROBIN'S FOODS INC., MRS. POWELL'S
(CANADA) INC., 241 PIZZA (1997) INC., RUFFAGE
INTERNATIONAL INC., CYBERSENSATIONS CAFÉ INC.,
MRS. POWELL'S INC. and KIDSPORTS CAPITAL
CORPORATION AND OTHER APPLICANTS LISTED ON
SCHEDULE "A"



ORDER

THIS MOTION, made by Zeifman Partners Inc., in its capacity as Interim Receiver and Receiver and Manager (collectively, the "Receiver") of all the property, assets and undertakings of Afton Food Group Ltd., Afton Food Group Inc., Joint Technologies Inc., Kedard Holdings Ltd., Robin's Foods Inc., Mrs. Powell's (Canada) Inc., 241 Pizza (1997) Inc., Ruffage International Inc., Cybersensations Café Inc., Mrs. Powell's Inc. and Kidsports Capital Corporation and other companies listed on Schedule "A" (collectively, the "Debtors"), for various relief as set out in the Notice of Motion of the Receiver dated November 6, 2006, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report of the Receiver dated November 6, 2006 (the “**Fifth Report**”), and on hearing the submissions of counsel for the Receiver, counsel for Rabobank Nederland, Canadian Branch, in its capacity as agent for itself, Credit Union Central of Ontario Limited, and Meridian Credit Union Limited (collectively, the “**Secured Lenders**”), counsel for Robert Macdonald, Hans Koehle, Ian Barrett and Robert Coffey, and such other parties as appeared on the motion;

1. **THIS COURT ORDERS** that Robert Macdonald, Hans Koehle, Ian Barrett and Robert Coffey are hereby unconditionally, fully and finally released and discharged from any liability under any and all D&O Claims (as defined in the Order of Justice Campbell dated March 10, 2006).
2. **THIS COURT ORDERS** that any of the D&O Claims not barred, settled or otherwise resolved by the Receiver shall be asserted only against the funds held by the Receiver.
3. **THIS COURT ORDERS** that the Debtors and the Receiver are hereby released and discharged from any liability to pay amounts which may be invoiced for services rendered after the date of this Order by Cassels Brock & Blackwell LLP, Lawrence, Lawrence, Stevenson LLP, or any other lawyers acting for any of the former officers and directors of the Debtors, including (without limiting the generality of the foregoing) any liability of the Debtors and the Receiver to pay such fees pursuant to the Order of Justice Cameron dated July 16, 2004 or the Order of Justice Hoy dated February 28, 2005.

4. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to distribute \$4 million to the Secured Lenders (or as they may direct).
5. **THIS COURT ORDERS** that the Receiver is hereby authorized to make further distributions of funds to the Secured Lenders (or as they may direct) as and when any of the remaining claims against the funds in the possession of the Receiver are resolved.
6. **THIS COURT ORDERS** that the Receiver's recommendations regarding disposal of the Debtors' books and records are hereby approved.
7. **THIS COURT ORDERS** that the Receiver's activities, as described in the Fifth Report, are hereby approved.
8. **THIS COURT ORDERS** that nothing contained in this Order shall be construed to effect, limit or otherwise impair or prejudice the rights and remedies of any directors under any insurance policy relating to the directorship of Robert Macdonald, Robert Coffey, Hans Koehle, and Ian Barrett.
9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial,

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at TORONTO

ORDER

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Solicitors for Zeifman Partners Inc., in its
capacity as Interim Receiver and Receiver
and Manager of Afton Food Group Ltd. et al