

Superior Court

(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N°: 500-11-044114-136

DATE : November 22, 2013

PRESIDING: Me Pierre Pellerin, Registrar

IN THE MATTER OF THE PROPOSAL OF NEWLAND FOODS NORTH AMERICA INC.:

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

- and -

8490775 CANADA INC.

Mise-en-cause

ORDER

CONSIDERING the Debtor's *de bene esse* Motion for Authorization to Dispose of its Assets in favour of a Related Person (the "**Motion**"), as well as the exhibits, including the report of Trustee (R-8) and the affidavit of Jonathan Morgan filed in support thereof;

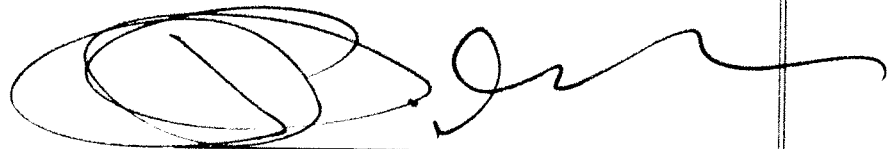
CONSIDERING the representations of Debtor's counsel;

CONSIDERING article 65.13 of the *Bankruptcy and Insolvency Act (Canada)*;

CONSIDERING that the conditions set forth by the above-mentioned Act have been met;


FOR THESE REASONS, THE COURT:

- [1]. **GRANTS** the Motion;
- [2]. **ABRIDGES** the delay of service for filing of the Motion;
- [3]. **AUTHORIZES** the Debtor to sell all of its property, movable and immovable (the "**Sold Assets**"), other than the Excluded IP, as such term is defined in the bill of sale, Exhibit R-9, to the Mise-en-cause, the whole in accordance with the terms and conditions of that bill of sale;
- [4]. **DECLARES** that such sale to the Mise-en-cause shall vest property of the Sold Assets in the Mise-en-cause, free and clear of any and all security, charge or other restrictions so long as the proceeds of the sale are distributed in accordance with the terms of the second amended proposal, Exhibit R-1;
- [5]. **ORDERS** the provisional execution, notwithstanding appeal;
- [6]. **THE WHOLE** without costs.



Me Pierre Pellerin, Registrar

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