

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"

Aug 13, 2004

Mr. Fogarty for Applicants
& Ms. Brasseur

Ms Edwards for Senior Lenders.

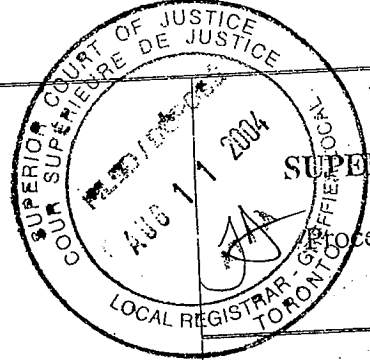
Mr Dawdall for Monitor

Mr Tour for the creditors, 1489236

Mr Spizzirri & Ms Salvi for the Directors
Ontario Limited, Trade
Enterprises Inc.

Regretably, the Monitor's Second Report
did not make its way to me in advance
of the meeting. The Monitor will seek
approval on its next attendance.

Re the north Bay Francorp,
Mr Fogarty, & Mr Smith of the applicants,
clarify that the FE is an existing
FE, represented by counsel, and has received
copy of the initial CCAA Order & supporting
disclosure related thereto & is aware
the implications of entering into



APPLICA

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agreement at this juncture.

Mr Fogarty advises to applicants propose to bring a motion for contempt Weds. Aug 18. 2004 re a landlord's non-compliance w/ the initial order, & that time is available. The motion may be heard then, provided all requirements for service, filing, parties etc are met.

Mr. Tour, who had requested an opportunity to comment on the initial order, under its "come back" provision. Confirmed he is satisfied w/ the form of the order, based on the applicant's undertaking that ^{all} documents relevant to the litigation in issue would be preserved.

Council present were in favour of the order. Ms. Edwards for the Senior Counsel asks that their motion to appt IR be adjourned to Oct 13. 2004, the date to which I am extending to CCA's stay.

or, in the case of the Directors, do not oppose.

Order to issue in form on which I have endorsed my fiat.

Alexander J (Hoy).

It is accordingly adjourned to that date.

[Signature]