Court File No.10-CV-8991-00CL

ONTARIO SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

IN THE MATTER OF THE INTERIM RECEIVERSHIP OF 2110458 ONTARIO LIMITED, 2131413 ONTARIO LIMITED, 787755 ONTARIO LIMITED AND TARBRAC HOLDINGS INC.

IN THE MATTER OF SECTION 47(1) OF THE *BANKRUPTCY & INSOLVENCY ACT*, R.S.C. 1985, C. B-3, as amended, and SECTION 101 OF THE *COURTS OF JUSTICE ACT* R.S.O. 1990, C.C. 43, as amended

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FIRST REPORT TO THE COURT OF ERNST & YOUNG INC. AS INTERIM RECEIVER

November 25, 2010

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FIRST REPORT TO THE COURT OF ERNST & YOUNG INC. AS INTERIM RECEIVER

November 25, 2010

BACKGROUND

1. On November 10, 2010, Bank of Montreal ("**BMO**") made an application to the Court for an order, and the Court made an order (the "**Appointment Order**"), appointing Ernst & Young Inc. ("**EYI**") as an interim receiver (the "**Interim Receiver**") pursuant to Section 47(1) of the *Bankruptcy & Insolvency Act* and pursuant to Section 101 of the *Courts of Justice Act* of 2110458 Ontario Limited ("211"), 2131413 Ontario Limited ("**213**"), 787755 Ontario Limited ("**787**") and Tarbrac Holdings Inc. ("**Tarbrac**") (collectively the "**Debtors**"). A copy of the issued Appointment Order is attached as Appendix "**A**" to this Report.

2. The Interim Receiver was not authorized or directed to take possession or control of the Property (as defined below) of the Debtors. The Interim Receiver was authorized and directed to protect and preserve the assets of the Debtors, to review the affairs of the Debtors and to report to the Court in connection therewith. One of the initial tasks of the Interim Receiver is to report and make recommendations in respect of the sale of the businesses and assets of the Debtors. The Appointment Order ordered that the Interim Receiver be empowered and authorized, inter alia:

   (a) to receive, preserve and protect the assets, undertakings and properties of the Debtors acquired for, or used in relation to a business carried on by the Debtors, including any proceeds thereof (collectively, the "**Property**"), and including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;

(b) to monitor the receipts and disbursements of the Debtors, including, without limitation, the right to access all information related to the Debtors' accounts or finance activities at any financial institution, with any trade creditor or with any other party;

(c) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Interim Receiver's powers and duties;

(d) to develop a plan in furtherance of marketing any or all of the Property, including obtaining appraisals of all or any part of the Property as the Interim Receiver in its discretion may deem appropriate, advertising and soliciting offers in respect of the Property or any part or parts thereof, undertaking discussions and negotiations with parties known to have expressed an interest in any or all of the Property, and developing such terms and conditions of sale as the Interim Receiver in its discretion may deem appropriate;

(e) to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have;

(f) to conduct any examinations under oath deemed necessary, including, without limitation, examinations of Guiseppe Gatti, Peter Nelipa or any other director, officer or employee of the Debtors; and

(g) to undertake any investigations deemed necessary by the Interim Receiver with respect to the location and/or disposition of assets reasonably believed to be, or to have been, property of the Debtors.

PURPOSE

3. This is the first report of the Interim Receiver. The purpose of this Report is to:

- Provide the Court with an overview of the Debtors and their operations;
- Update the Court on the actions taken to date by the Interim Receiver in preserving and protecting the Property and in monitoring the receipts and disbursements of the Debtors;
- Update the Court on the actions taken to date by the Interim Receiver in investigating the location and/or disposition of assets reasonably believed to be, or to have been, property of the Debtors, and the issues identified through those procedures;

- Update the Court on the Interim Receiver's development of a plan in furtherance of marketing any or all of the Property, including the Interim Receiver's recommendation to the Court in that regard;

- Provide the Court with the Interim Receiver's recommendation in respect of the motion that the Interim Receiver understands BMO intends to make for the appointment of EYI as full Court-appointed receiver of the Debtors; and

- Seek the Court's approval of the Interim Receiver's activities to date, including activities undertaken by EYI in contemplation of its potential appointment as Interim Receiver.

Terms of Reference

4. In developing this Report, the Interim Receiver has relied upon unaudited financial information, the Debtors' records, and discussions with the management of the Debtors. The Interim Receiver has not audited, reviewed or otherwise verified such information. The Interim Receiver notes in particular that due to the significant difficulties experienced to date in obtaining information from the accounting system of the Debtors, as described in greater detail below, the Interim Receiver has been unable to corroborate many aspects of the information obtained through discussions with the management of the Debtors.

5. Monetary amounts in this Report are in Canadian dollars unless otherwise indicated. Where applicable in this Report, United States dollar amounts have been converted into Canadian dollars at par.

OVERVIEW OF THE DEBTORS AND THEIR OPERATIONS

Corporate and Senior Management Structure

6. The Interim Receiver's summary understanding of the ownership and senior management structure of the Debtors and their affiliates (collectively, the "**Loretta Group**") is set out below, and is also summarized for the convenience of the Court in Appendix "**B**" to this Report:

   (a) Mr. Giuseppe Gatti is the individual responsible for overall direction of the Loretta Group. In the affidavit of Mr. Robert Kiefer filed with BMO's motion materials seeking the Appointment Order (the "**Kiefer Affidavit**"), Mr. Kiefer indicated his understanding that Mr. Gatti is the Vice-President of each of 211 and 213 and the Chief Operating Officer of 787. Mr. Gatti is listed on the Loretta Foods web site (www.lorettafoods.com) as the President and CEO of Loretta Foods;

   (b) The common shares of Tarbrac are owned by Ms. Taragh Bracken, whom the Interim Receiver understands is the spouse of Mr. Gatti. Ms. Bracken is also the sole director of Tarbrac. The Interim Receiver understands that 100% of the

Class A preference shares of Tarbrac are held by GRS International Ltd., which also acts as broker for 787 on certain of the trading transactions described below;

(c) 211, 213 and North Dakota Holdings Ltd. ("**NDHL**") are wholly-owned subsidiaries of Tarbrac. EYI was not appointed Interim Receiver of NDHL but, under the Appointment Order, is authorized to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have (whether in relation to NDHL or any other entity); and

(d) the sole shareholder of 787 is Mr. Peter Nelipa. As described below, Mr. Nelipa is also the Director of Operations for the flour milling operations carried out by 211.

Operations

7. 211 operates primarily from leased premises located in Whitby, Ontario (the "**Whitby Premises**"). 211 operates under the registered trade name "**Loretta Flour**" and is also known as the "Loretta Flour Division" of the Loretta Group's operations. 211 produces various types of hard wheat flour from wheat sourced from Ontario and Western Canada. The majority of 211's sales are to retail, foodservice, and industrial customers located throughout Eastern Canada and the United States. The Loretta Flour Division employs 10 people and, according to its unaudited internal financial statements, had revenues of approximately $41.2 million for the nine months ended September 30, 2010. Day-to-day operations are directed by Mr. Nelipa, as Director of Operations, from the Whitby Premises.

8. 213 operates from leased premises located on Sismet Drive, Mississauga, Ontario (the "**Sismet Premises**"). 213 operates under the registered trade name "**Loretta Foods**" and is also known as the "Loretta Spice Division" of the Loretta Group's operation. 213 is responsible for sourcing and redistributing spices and food mixes globally, as well as blending and repackaging spices for use in various packs and sizes to satisfy home use and institutional customers. The Loretta Spice Division employs approximately 34 people and, according to its unaudited internal financial statements, had revenues of approximately $27.0 million for the nine months ended September 30, 2010. Day-to-day operations are directed by a Director of Operations located at the Sismet Premises.

9. 213 formerly operated from leased premises located at 6820 Davand Drive, Mississauga, Ontario. The Interim Receiver understands that the premises in question (the "**Vacant Davand Premises**") are still leased by the Debtors but are currently vacant.

10. 787 operates from leased premises located on 6815 Davand Drive in Mississauga, Ontario, (the "**Davand Premises**"). The Davand Premises also serve as the head office location for the Loretta Group.

11. 787 is also known as the "Food Service and Catering Division" of the Loretta Group's operations. Operating under the registered trade name "**NDT Food Service**", 787 is responsible for the daily production of food items, including sandwiches, grab and go meals, soups, fresh salads, desserts and pastries for sale by or in mobile caterers, vending

machines, contract caterers and convenience stores. Orders are taken and filled in person or online and are delivered to the customer or picked-up at the large, on site, cash and carry outlet store located at the Davand Premises. The Foodservice and Catering Division directly services large and small corporate, chain store and institutional client accounts with food products and catering services. The Food Service and Catering Division currently employs approximately 52 people. It is the Interim Receiver's understanding from discussions with management of the Debtors that the Food Service and Catering Division has weekly sales of approximately $90,000. However, because the financial statements of 787 reflect the combined operating results of the Food Service and Catering Division and the trading activities described below, the Interim Receiver has not been able to separately identify the aggregate revenues of the Food Service and Catering Division for the nine months ended September 30, 2010. Day-to-day operations of the Food Service and Catering Division are directed by a Director of Operations and a Production Manager, both of whom are located at the Davand Premises.

12. In the recent past, 787 has also engaged in trading bulk sugar, flour, spices and other items, operating under the registered trade names "**New Durham Trading**" and/or "**Skyway Wholesale.**" The Interim Receiver understands that this trading was conducted (i) to reduce or hedge the prices paid by 211 and 213 for their commodity inputs, (ii) as a broker, to earn commission income by sourcing low-cost commodities for major customers of 787 and other Loretta Group entities, and (iii) as a principal, for profit for its own account. These activities were directed by Mr. Gatti. It is the Interim Receiver's understanding that 787 is no longer conducting these activities, although certain of the related accounts receivable remain on its balance sheet.

13. It is the Interim Receiver's understanding that Tarbrac is a holding company that holds investments in 211, 213 and NDHL and does not carry on any active business.

14. In the Kiefer Affidavit, Mr. Kiefer indicated his understanding that (i) NDHL leases facilities at 1115 West Elm Avenue, Monroe, Michigan (the "**Monroe Warehouse**") and Colgate, North Dakota for storage of inventory of the Debtors that is distributed by the Debtors to customers in the United States, and (ii) the estimated value of the Debtors' inventory located at the Monroe Warehouse as at August 31, 2010 was $7,800,000. Based on the activities undertaken to date by the Interim Receiver in respect of NDHL, as discussed below, neither the current business activities of NDHL nor the disposition of the inventory formerly located at the Monroe Warehouse is well understood.

Secured Creditors

15. The primary secured creditors of the Debtors are BMO and Signature Bank, a New York-based financial institution ("**Signature**").

16. The Interim Receiver understands that BMO is owed approximately US$17.6 million and C$50,000 excluding costs and excluding interest accruing from November 4, 2010 (the "**BMO Debt**") and has security upon all of the assets of the Debtors (including a pledge of the shares of 787) as security for those obligations. These obligations arise under two agreements. The first is a term sheet pursuant to which BMO provided four credit

facilities to 787, 213 and 211. The Interim Receiver understands that Tarbrac has guaranteed the obligations of 787, 213 and 211 to BMO under the term sheet. The second is a discounting facility agreement between 787 and BMO pursuant to which BMO factored certain of 787's accounts receivable. The Interim Receiver understands that 213, 211 and Tarbrac have each guaranteed the obligations of 787 to BMO under that discounting facility agreement. The Interim Receiver understands that each of 213, 211, 787 and Tarbrac have granted security interests and charges upon all of their property in favour of BMO as security for their obligations to BMO. In addition, the Interim Receiver understands that Mr. Nelipa has pledged the shares in 787 to BMO as security for the obligations arising under his guarantee of the obligations of the Debtors to BMO. The Interim Receiver has not undertaken a review of the security for the BMO Debt and accordingly does not express any opinion thereon.

17. The Interim Receiver understands that 787, 211 and 213 are indebted to Signature in the amount of approximately US$12.3 million (the "**Signature Debt**") and that those Debtors have granted security to Signature for that obligation. The Interim Receiver also understands that Mr. Gatti and Tarbrac have guaranteed those obligations to Signature. On November 22, 2010, Signature demanded payment. A copy of Signature's demand for payment is attached as Appendix "**C**". The Interim Receiver has not undertaken a review of the security for the Signature Debt and accordingly does not express any opinion thereon.

ACTIVITIES OF THE INTERIM RECEIVER, INCLUDING PRE-APPOINTMENT ACTIVITIES OF EYI

Activities Prior to Appointment

18. Prior to the issuance of the Appointment Order, EYI undertook numerous activities to plan for the execution of its responsibilities if appointed as Interim Receiver. These activities included:

    (a) Numerous discussions with BMO and its counsel to obtain a preliminary understanding of the assets, operations and liabilities of the Debtors;

    (b) Review of the financial information and borrowing base certificates provided to BMO by the Debtors. The Interim Receiver understands that the Signature loan agreement required the Debtors to provide Signature with the same information it provided to BMO;

    (c) Discussion with a representative of GDR Advisory Group Inc. ("**GDR**"), a firm specializing in the performance of collateral examinations on behalf of lenders. GDR had previously been retained by BMO to perform test counts of the inventory that served as part of the collateral for the BMO Debt, and EYI's purpose in speaking to GDR was to obtain a better understanding of the premises where GDR had performed test counts and of the quantities and organization of inventory at those premises. GDR indicated to EYI that it had most recently test-counted inventory at the Monroe Warehouse and the Sismet Premises on August

31 and September 1, 2010, respectively, in conjunction with the Debtors' August 31 inventory counts;

(d) Meeting briefly with Mr. Gatti and Mr. Michael Falcone (listed on the Debtors' web site at www.lorettafoods.com as the CFO of the Debtors) to obtain an understanding of the assets and operations of the Debtors, and particularly the physical location of Property of the Debtors; and

(e) Visiting the Davand Premises and the Sismet Premises briefly with Mr. Gatti to obtain an understanding of the steps that would be required to preserve and protect the Property at those facilities. It was not feasible to visit the Whitby Premises before the hearing of the motion for appointment of the Interim Receiver.

Limitations on Availability of Financial Information to the Interim Receiver

19. The individual who formerly acted as controller (the "**Former Controller**") for the Loretta Group resigned on November 3, 2010. The Interim Receiver has been advised by Mr. Gatti, Mr. Falcone and the individuals remaining in the Loretta Group accounting department that the Former Controller performed virtually all of the critical accounting functions. The Interim Receiver has been advised that there is nobody remaining at the Loretta Group who could answer most of the Interim Receiver's questions relating to the financial performance of the Loretta Group.

20. The Interim Receiver was further advised by Mr. Gatti and Mr. Falcone that nobody else at the Loretta Group had complete access to the accounting system and certain other electronic data. The Interim Receiver has been advised that the Debtors have been unable to access the information in order to answer the Interim Receiver's questions.

21. The Interim Receiver obtained access to the accounting system and other electronic data on November 18, 2010. The Interim Receiver engaged a qualified individual, with whom EYI has had experience when she was the accounting controller in a previous receivership, on a contract basis to assist the Interim Receiver in obtaining information from the Loretta Group's accounting systems.

22. The absence of a qualified individual with detailed knowledge of the Loretta Group's accounting records and past transactions has significantly limited the ability of the Interim Receiver to exercise its powers efficiently, on a timely basis, and (in some cases) completely. For example:

(a) As described below, it was necessary for the Interim Receiver to develop a weekly cash flow forecast rather than reviewing one prepared by the Debtors;

(b) The Debtors have been unable to cost the Spice inventory count conducted by the Interim Receiver, thereby requiring the Interim Receiver to attempt to do so using alternative methods; and

(c) The Interim Receiver has been unable to obtain consistent explanations for certain of the discrepancies described below.

Activities of the Interim Receiver to Preserve and Protect the Property

23. Since the issuance of the Appointment Order, the Interim Receiver has taken the following steps to preserve and protect the Property and to monitor receipts and disbursements of the Debtors:

(a) Changed the locks and, where applicable, alarm system security codes at the Davand Premises, the Sismet Premises and the Whitby Premises. After visually confirming that they do not appear to be occupied, the Interim Receiver did not change the locks at the Vacant Davand Premises;

(b) Provided keys to each of the premises to the applicable Director of Operations and to selected other employees (the Interim Receiver believes this is consistent with its mandate of protecting and preserving the Property but not taking possession or control of the Property which remains with the Debtors, subject to the terms of the Appointment Order);

(c) Notified the Debtors' insurers of the appointment of the Interim Receiver, and requested that the Interim Receiver be added as a loss payee and additional named insured;

(d) Conducted or arranged for inventory counts where it was cost-beneficial to do so. None of the Debtors maintains a perpetual inventory system.

(i) The Interim Receiver retained GDR, which had previously conducted test counts of the Debtors' inventory for BMO, to conduct a full count of physical inventory quantities at the Sismet Premises. As discussed in greater detail below, the Interim Receiver has not yet been able to obtain the aggregate book value corresponding to the physical count because it has not been able to obtain the unit costs that should be used to cost the inventory;

(ii) The Interim Receiver was able to conduct a full inventory count at the Whitby Premises when it changed the locks because the only inventory on site was a small quantity of finished goods;

(iii) The Interim Receiver did not conduct an inventory count at the Davand Premises because the inventory of the Food Services and Catering Division consists of a large number of perishable, low-dollar-value items, estimated by its Director of Operations to have an aggregate value of less than $300,000, and for which a full count would be disruptive to the seven-day operation of the Food Services and Catering Division;

(e) Arranged for the ability to electronically view the bank accounts recently established by the Debtors at the Canadian Imperial Bank of Commerce ("**CIBC**");

(f) Worked with management of the Debtors to put in place procedures whereby support for all proposed payments by the Debtors is reviewed by the Interim Receiver, and the proposed payments are discussed by the Interim Receiver with the Debtors' management, as necessary, to provide the Interim Receiver with a reasonable level of comfort that the proposed payments relate to ordinary-course operation of the Debtors and do not constitute inappropriate dissipation of the Property;

(g) Using information obtained from the applicable Directors of Operations and with a review of historical bank and disbursement records, developed a weekly cash flow forecast against which the Interim Receiver could benchmark actual receipts and disbursements and estimate funding requirements during a sale process. Due to the recent resignation of the Former Controller as discussed in greater detail above, the Debtors did not have a current cash flow forecast or the ability to update any cash flow forecasts prepared previously;

(h) Worked with the Directors of Operations to establish procedures whereby (i) all supporting documentation for proposed shipments of inventory to customers is reviewed, and copies retained by the Interim Receiver prior to shipment of the goods in question, and (ii) copies of supporting documentation for all inventory receipts are provided to the Interim Receiver;

(i) Obtained copies of the accounts receivable subledgers for 211, 213 and 787 and discussed with the accounts receivable accountant and with Mr. Gatti the balances indicated in those subledgers; and

(j) Obtained copies of the fixed and leased asset listings of the Debtors that are available from the records of the Debtors, and attempted to confirm the existence and location of the major items on those lists. Other than a number of leased vehicles used by the Debtors' management and certain employees, the majority of the Debtors' fixed assets consist of the flour milling equipment at the Whitby Premises.

Activities of the Interim Receiver to Investigate the Location/Disposition of Assets

24. Subject to the significant information limitations described above, the information obtained to date by the Interim Receiver indicates that the working capital assets of the Debtors as at the date of the Appointment Order may be substantially less than those reported on the most recent unaudited internal financial statements and borrowing base certificates provided to BMO by the Debtors. Attached as Appendix "**D**" is a copy of the most recent consolidated unaudited internal financial statements of the Loretta Group (211, 213 and 787), which are as at September 30, 2010 (the "**September Statements**") together with the most recent unaudited internal financial statements for each of 213, 211,

787 and Tarbrac. All of those financial statements are as at September 30, 2010 except for Tarbrac which are as at December 31, 2009.

25. During the course of the Interim Receiver's review of the books, records and affairs of the Loretta Group, the Debtors have not been able to adequately account for approximately $19 million of the inventory referred to in the September Statements. In addition, Mr. Gatti has advised that the amount of the accounts receivable set out in the September Statements is no longer accurate. The amount of the difference is very substantial. The Interim Receiver is continuing its review of the inventory and accounts receivable and is not currently in a position to comment on these differences including their rationale, accuracy, or the explanations provided for them

26. It is unclear whether sufficient value can be realized from the Property to fully repay the BMO Debt and the Signature Debt.

27. The Interim Receiver also notes that the amount of the Signature Debt reflected on the September Statements is approximately $2.4 million less than the amount indicated in Signature's demand letter at Appendix "**C**".

28. To date, neither Mr. Gatti nor Mr. Falcone has been able to provide explanations in respect of inventory and accounts receivable that are consistent with the available financial information or supported by other documentation.

29. In view of the above, the Interim Receiver has also taken a number of preliminary steps to investigate the location and/or disposition of assets it believes may be, or have been, property of the Debtors. These steps have included:

    (a) Retaining Honigman, Miller, Schwartz and Cohn LLP as U.S. counsel to the Interim Receiver to advise on matters relating to Property potentially located in the United States, particularly inventory potentially located in the Monroe Warehouse. Although GDR indicated to EYI prior to EYI's appointment that GDR had test-counted inventory of the Debtors (which, at the time, had a book value of approximately $7.8 million) at the Monroe Warehouse on August 31, 2010, in Mr. Gatti's discussions with EYI prior to its appointment he indicated that there was currently no inventory of Loretta in the Monroe Warehouse, and to date he has been unable to provide a comprehensive or consistent explanation for the disposition of the inventory;

    (b) Sending two representatives of the Interim Receiver to the Monroe Warehouse to inquire as to whether there was currently, or had recently been, any property of the Debtors on the premises. A representative of the organization occupying the warehouse indicated to the representatives of the Interim Receiver that his organization was not affiliated with the Loretta Group, although he was aware of the Loretta Group's financial situation, and refused to allow the representatives access to the premises or to answer any further questions; and

    (c) Conducted an initial preliminary review of certain hard copy and electronic records of the Debtors that may be relevant to further investigation. The records reviewed included, inter alia, wire transfer records from the Debtors' bank accounts indicating that between October 20, 2010 and October 26, 2010, 787 and 213 made wire transfers to bank accounts of NDHL in the aggregate amount of $80,200 plus U.S. $743,100.

30. Before taking further steps with respect to these matters, the Interim Receiver proposes to consult with BMO and Signature.

DEVELOPMENT OF MARKETING PLAN

31. Based on the understanding of the Debtors' businesses gained during the procedures described above, and drawing on the experience of professionals from Ernst & Young Orenda Corporate Finance Inc. ("EYO", an affiliate of EYI) who specialize in the food and beverage industry, the Interim Receiver has developed a general approach to the marketing of the Debtors' assets for sale. For reasons that will be described in greater detail below, to date, the Interim Receiver has only prepared a detailed realization plan for the Food Service and Catering Division.

32. The Interim Receiver is of the view that the Food Service and Catering Division:

(a) Is separately managed, with its own Director of Operations, Production Manager and Purchasing Manager;

(b) Has minimal overlap or synergy with the Flour Division or Spice Division other than the use of the Loretta brand name label, which can also be found on name brand foods prepared by the other two divisions;

(c) Does not appear to derive significant value from the Loretta brand, as the majority of its sales are made to persons such as mobile caterers that pick up products directly and therefore have a level of familiarity with the Food Service and Catering Division employees;

(d) Has limited geographic scope and scalability due to the inherent limitations of transporting fresh foods, and is, therefore, likely to be of interest to a smaller group of potential purchasers, namely organizations that are either carrying on similar businesses or involved locally in areas of the food industry that would allow them to realize sales or purchasing synergies; and

(e) Has no apparent connection with the significant decline in accounts receivable or inventory noted in Appendix "**C**" or described above, because, as a largely cash-based business selling fresh foods, it has minimal accounts receivable or inventory.

33. Accordingly, the Interim Receiver is of the view that the Food Services and Catering Division (including the accounts receivable arising from the operation of that business) should be marketed forthwith for a potential sale of the property by a Court-appointed receiver, and that such an approach is unlikely to impair realizations from the remaining Property. In Appendix "**E**", the Interim Receiver has set out a proposed timeline for such

a sales process that would allow a sale to be closed by January 28, 2011. The "required terms of sale" noted in Appendix "**E**" would include standard insolvency sale terms (as is, where is, no representations, no warranties) as well as a requirement that the Interim Receiver (or, if the relief sought by BMO as described below is granted, the Court-appointed receiver) be allowed to continue to use the head office portion of the Davand Premises for a number of months to allow efficient administration of the receivership proceedings.

34. The Interim Receiver is still in the process of analyzing the factors driving value, and identifying the likely potential purchasers, at the Loretta Flour Division and Loretta Spice Division, and, accordingly, the Interim Receiver has not yet developed a detailed realization plan. The Interim Receiver expects that it (or, if the relief sought as described below is granted, the Court-appointed receiver) will apply to the Court in the near term for approval of a detailed realization plan for these assets.

35. The Interim Receiver does not currently have sufficient information to evaluate the realizable value, if any, of Tarbrac's investment in NDHL and, accordingly, it is not yet in a position to recommend a realization plan for this asset.

MOTION FOR APPOINTMENT OF RECEIVER

36. Based on the Interim Receiver's discussions with representatives of BMO and its advisors, the Interim Receiver understands that BMO intends to make a motion for an Order (the "**Receivership Order**"), inter alia,

(a) appointing EYI as Receiver (the "**Receiver**") of the Debtors;

(b) authorizing the Receiver to carry on the business of the Debtors;

(c) authorizing the Receiver to execute the sale process for the Food Services and Catering Division, as set out above and in Appendix E to this Report;

(d) authorizing the Receiver to develop and (with the further approval of the Court) execute detailed realization plans for the remaining Property;

(e) authorizing the Receiver to conduct inquiries and obtain copies of the books and records of NDHL as they relate to transactions with one or more members of the Loretta Group;

(f) authorizing the Receiver to exercise any shareholder, partnership, joint venture or other rights that the Debtors may have;

(g) authorizing the Receiver to make enquiries with Canadian financial institutions to determine if NDHL or members of the Loretta Group hold bank accounts with such financial institutions, and, if so, requiring such financial institutions to disclose the bank statements regarding such accounts;

(h) authorizing the Receiver to contact Bell Sympatico (or any other provider of information technology services to the Loretta Group) and requiring that such service provider disclose information related to the Loretta Group;

(i) amending the style of cause for this proceeding to include the registered trade names of the Debtors;

(j) in addition to granting the standard administrative charge for fees and disbursements of the Receiver and its counsel, granting the Interim Receiver a first-ranking priority charge (the "**IR Admin Charge**") for all amounts that would be subject to the Interim Receiver's Charge pursuant to paragraph 14 of the Appointment Order, subject to the continued requirement that the Interim Receiver and its counsel pass their accounts pursuant to paragraph 15 of the Appointment Order;

(k) approving the activities of the Interim Receiver as set out in this Report.

37. The Interim Receiver recommends (with respect to the relief described in subparagraph 36(k) above, the Interim Receiver respectfully requests) that the Court grant the relief requested. The Interim Receiver is of the view that the appointment of the Receiver will allow the acceleration of realizations from the Property and a more efficient investigation of the significant discrepancies noted previously.

38. The Interim Receiver wishes to bring to the attention of the Court the requested amendments to the style of cause in this proceeding. In these proceedings to date, the Interim Receiver has observed that the vast majority of the parties involved know the Debtors only by their registered trade names. The Interim Receiver is of the view that amending the style of cause to include the trade names will increase the efficiency of the receivership proceedings by making it clear to affected parties that the Debtors and the names they recognize are one and the same.

All of which is respectfully submitted this 25th day of November 2010.

ERNST & YOUNG INC.
Acting in its capacity as Interim Receiver of
2110458 Ontario Limited, 2131413 Ontario Limited,
787755 Ontario Limited and Tarbrac Holdings Inc.
not in its personal or corporate capacity.

Per:

Mike P. Dean, CA•CIRP
Senior Vice-President

APPENDIX "A"

Court File No.: 10-CV-8991-00CL

THE HONOURABLE MR	)	WEDNESDAY, THE 10th
JUSTICE C.L. CAMPBELL	)	DAY OF NOVEMBER, 2010

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

BETWEEN:

BANK OF MONTREAL

Applicant

and

2110458 ONTARIO LIMITED, 2131413 ONTARIO LIMITED, 787755 ONTARIO LIMITED AND TARBRAC HOLDINGS INC.

Respondents

APPLICATION UNDER SUBSECTION 47(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, as amended and SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O 1990 c. C.43, as amended

ORDER

THIS MOTION made by Bank of Montreal for an Order pursuant to section 47.1(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "**CJA**") appointing Ernst & Young Inc. ("**E&Y**") as interim receiver (in such capacity the "**Interim Receiver**") without security, of all of the assets, undertakings and properties of 2110458 Ontario Limited ("**211**"), 2131413 Ontario Limited ("**213**"), 787755 Ontario Limited ("**787**") and Tarbrac Holdings Inc. ("**Tarbrac**", and, together with 211, 213 and 787, the "**Debtors**") was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the affidavit of Robert Kiefer, sworn November 10, 2010, and the Exhibits thereto and on hearing the submissions of counsel for Bank of Montreal, counsel for E&Y and counsel for the Debtors, no one else appearing, and on reading the consent of E&Y to act as the Interim Receiver,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 47.1(1) of the BIA and section 101 of the CJA, E&Y is hereby appointed Interim Receiver, without security, of all of the assets, undertakings and properties of the Debtors acquired for, or used in relation to a business carried on by the Debtors, including any proceeds thereof (the "**Property**").

INTERIM RECEIVER'S POWERS

3. THIS COURT ORDERS that the Interim Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Interim Receiver is hereby expressly empowered and authorized to do any of the following where the Interim Receiver considers it necessary or desirable:

(a) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;

(b) to monitor the Debtors' receipts and disbursements, including, without limitation, the right to access all information relating to the Debtors' accounts or finance activities at any financial institution, with any trade creditor or with any other party;

(c) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Interim Receiver's powers and duties, including, without limitation, those conferred by this Order;

(d) to undertake environmental or workers' health and safety assessments of the Property and operations of the Debtors;

(e) to develop a plan in furtherance of marketing any or all of the Property, including obtaining appraisals of all or any part of the Property as the Interim Receiver in its discretion may deem appropriate, advertising and soliciting offers in respect of the Property or any part or parts thereof, undertaking discussions and negotiations with parties known to have expressed an interest in any or all of the Property, and developing such terms and conditions of sale as the Interim Receiver in its discretion may deem appropriate;

(f) to report to, meet with and discuss with such affected Persons (as defined below) as the Interim Receiver deems appropriate on all matters relating to the Property and the interim receivership, and to share information, subject to such terms as to confidentiality as the Interim Receiver deems advisable;

(g) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;

(h) to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have;

(i) to conduct any examinations under oath deemed necessary, including, without limitation, examinations of Guiseppe Gatti, Peter Nelipa, ~~Taragh Bracken~~ or any other director, officer or employee of the Debtors;

(j) to undertake any investigations deemed necessary by the Interim Receiver with respect to the location and/or disposition of assets reasonably believed to be, or to have been, property of the Debtors; and

(k) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Interim Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtors, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE INTERIM RECEIVER

4. THIS COURT ORDERS that (i) the Debtors, (ii) all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Interim Receiver of the existence of any Property in such Person's possession or control, and shall grant immediate and continued access to the Property to the Interim Receiver.

5. THIS COURT ORDERS that all Persons shall forthwith advise the Interim Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtors, any transfer of Property outside of the ordinary course of business or obligation incurred by the Debtors outside of the ordinary course of business, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Interim Receiver or permit the Interim Receiver to make, retain and take away copies thereof and grant to the Interim Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Interim Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Interim Receiver for the purpose of allowing the Interim Receiver to

recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Interim Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Interim Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Interim Receiver with all such assistance in gaining immediate access to the information in the Records as the Interim Receiver may in its discretion require including providing the Interim Receiver with instructions on the use of any computer or other system and providing the Interim Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE INTERIM RECEIVER

7. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**"), shall be commenced or continued against the Interim Receiver except with the written consent of the Interim Receiver or with leave of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

8. THIS COURT ORDERS that all rights and remedies against the Debtors, the Interim Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Interim Receiver or leave of this Court, provided, however, that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Debtors to carry on any business which the Debtors are not lawfully entitled to carry on, (ii) exempt the Interim Receiver or the Debtors from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE INTERIM RECEIVER

9. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtors, without leave of this Court.

CONTINUATION OF SERVICES

10. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtors are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services. The Debtors shall be entitled to the continued use of the Debtors' current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Debtors in accordance with normal payment practices of the Debtors or such other practices as may be agreed upon by the supplier or service provider and the Debtors, or as may be ordered by this Court.

EMPLOYEES

11. THIS COURT ORDERS that all employees of the Debtors shall remain the employees of the Debtors until such time as the Debtors may terminate the employment of such employees. The Interim Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Interim Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act.*

LIMITATION ON ENVIRONMENTAL LIABILITIES

12. THIS COURT ORDERS that nothing herein contained shall require the Interim Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the Ontario *Environmental Protection Act*, the *Ontario Water Resources Act*, or the Ontario *Occupational Health and Safety Act* and regulations thereunder (the "**Environmental Legislation**"), provided, however, that nothing herein shall

exempt the Interim Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Interim Receiver shall not, as a result of this Order or anything done in pursuance of the Interim Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE INTERIM RECEIVER'S LIABILITY

13. THIS COURT ORDERS that the Interim Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Interim Receiver by section 14.06 of the BIA or by any other applicable legislation.

INTERIM RECEIVER'S ACCOUNTS

14. THIS COURT ORDERS that the Interim Receiver and counsel to the Interim Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and that the Interim Receiver and counsel to the Interim Receiver shall be entitled to and are hereby granted a charge (the "**Interim Receiver's Charge**") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Interim Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

15. THIS COURT ORDERS that the Interim Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Interim Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

GENERAL

16. THIS COURT ORDERS that the Interim Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

17. THIS COURT ORDERS that nothing in this Order shall prevent the Interim Receiver from acting as a trustee in bankruptcy of the Debtors.

18. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Interim Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Interim Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Interim Receiver and its agents in carrying out the terms of this Order.

19. THIS COURT ORDERS that the Interim Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Interim Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

20. THIS COURT ORDERS that the Applicant shall have its costs of this Motion, up to and including entry and service of this Order, provided for by the terms of the Respondents' security or, if not so provided by the Respondents' security, then on a substantial indemnity basis to be paid by the Interim Receiver from the Debtors' estate with such priority and at such time as this Court may determine.

21. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than four ~~seven~~ 4 ~~(7)~~ days' notice to the Interim Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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

NOV 10 2010

PER / PAR:

BANK OF MONTREAL	- and -	**2110458 ONTARIO LIMITED, 2131413 ONTARIO LIMITED, 787755 ONTARIO LIMITED AND TARBRAC HOLDINGS INC.**
Applicant		Respondents

Court File No. CV-10-8991-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)
Proceedings commenced at Toronto

INTERIM RECEIVERSHIP ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, Box 754
181 Bay Street
Toronto, ON M5J 2T9
Tel: 416.863.1500
Fax: 416.863.1515

Steven L. Graff – LSUC No. 31871B
Aaron T. Collins – LSUC No. 55490T

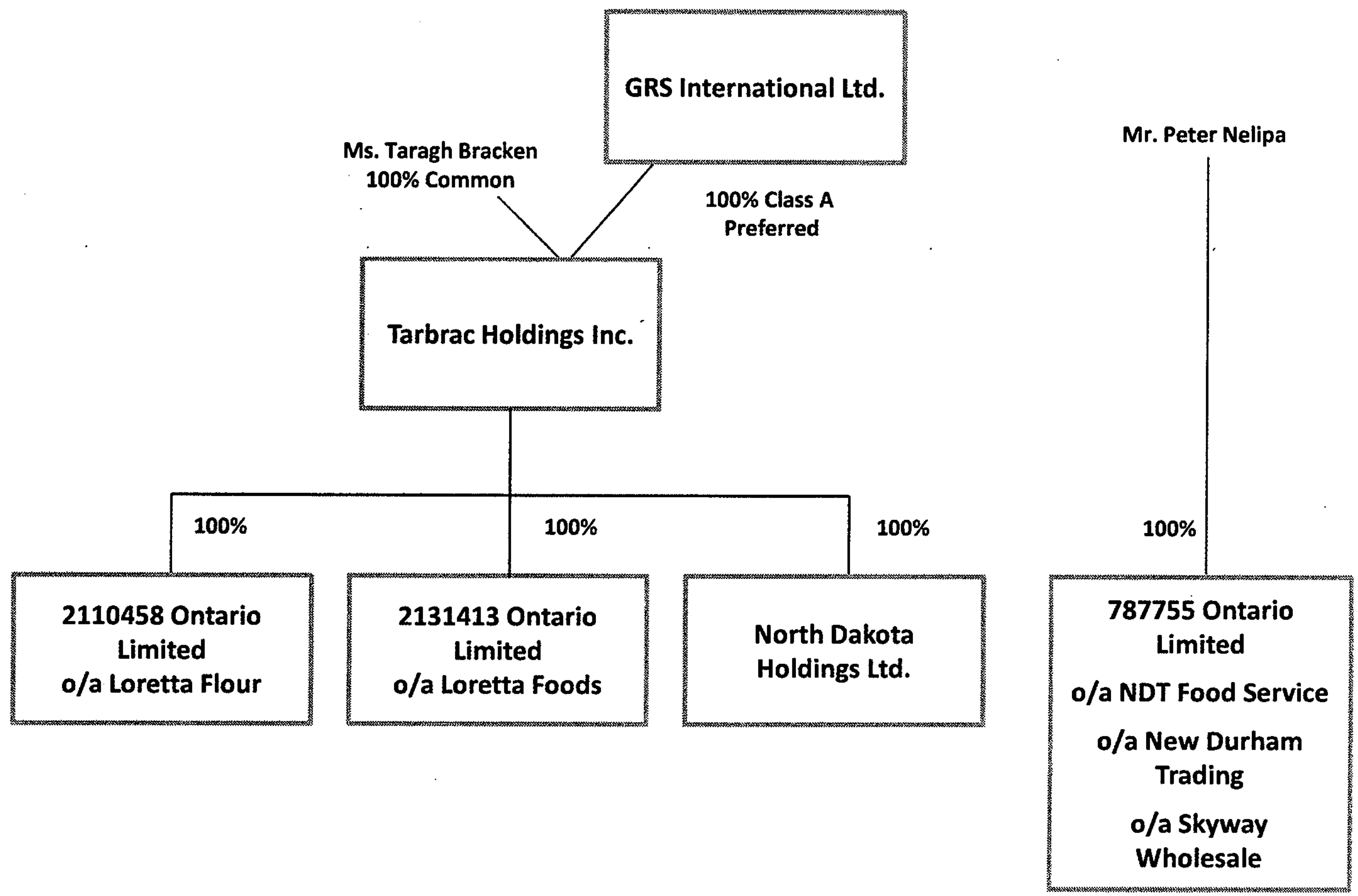
Lawyers for the Applicant

APPENDIX "B"

Appendix B

LORETTA GROUP

CORPORATE STRUCTURE



APPENDIX “C”

BEARD WINTER LLP

BARRISTERS & SOLICITORS
130 Adelaide Street West Suite 701, Toronto Ontario Canada M5H 2K4
Tel: (416) 593-5555 Fax: (416) 593-7760 Website: www.beardwinter.com

Stephen E. Haller
Direct Line: (416) 306-1780
shaller@beardwinter.com

November 22, 2010 SENT BY REGISTERED and REGULAR MAIL

2110458 Ontario Limited
6815 Davand Drive, Unit 1
Mississauga, Ontario
L5T 1L4

2110458 Ontario Limited
1700 McEwen Drive
Whitby, Ontario
L1N 0A2

2131413 Ontario Limited
6815 Davand Drive, Unit 1
Mississauga, Ontario
L5T 1L4

787755 Ontario Limited
6815 Davand Drive, Unit 1
Mississauga, Ontario
L5T 1L4

Guiseppe Gatti
6815 Davand Drive, Unit 1
Mississauga, Ontario
L5T 1L4

Tarbrac Holdings Inc.
1389 Rougemount Drive
Pickering, Ontario
L1V 1N2

Dear Sirs:

Re: Signature Bank Loan to 2110458 Ontario Limited, 2131413 Ontario Limited, 787755 Ontario Limited
Guarantors: Guiseppe Gatti and Tarbrac Holdings Inc.

We are the lawyers for Signature Bank, secured creditor, which holds general security agreements from the above referenced companies and guarantees of Guiseppe Gatti and Tarbrac Holdings Inc. The loan is in default and has not been extended. The amount due and owing as of November 22, 2010 is not less than **$12,317,276.59** (US Funds).

On behalf of Signature Bank, and in addition to any prior demand for payment, we hereby demand delivery of payment from you, of the following:

1. Certified cheque or immediately-negotiable wire transfer for the amount of **$12,317,276.59** (US Funds) as of November 22, 2010 together with per diem interest of **$2,795.66** (US) to date of receipt of payment calculated at the rate of 8.25% per annum computed daily in accordance with the Promissory Note dated December 31, 2009 which provides that following an Event of Default the Loan bears interest computed daily at a rate equal to 2% per annum in excess of the rate then applicable, made payable to Signature Bank, to be delivered to our office;

2. Certified cheque or immediately-negotiable wire transfer for the amount of **$307,931.91** (US Funds) being the late fee equal to 2.5% of the outstanding principal balance as provided for in the Promissory Note dated December 31, 2009, made payable to Signature Bank, to be delivered to our office; and

2. certified cheque delivered to this office payable to Beard Winter LLP in the amount of **$7,500.00** (Can) (inclusive of HST) representing the bank's costs involved with respect to this matter to this date;

to be received on or before 12:00 noon on November 25, 2010. Interest shall be payable until the next banking day in respect of any payment received after 12:00 noon.

Please be advised that if you fail to comply with this demand our client will take the steps available to it, in order to enforce its security as a result of default.

Yours truly,
Beard Winter LLP

Stephen E. Haller

SEH/

Copy: Mr. M. Signa – Signature Bank
Mr. M. Lerner – Lenczner Slaght Royce Smith Griffen LLP
Mr. M. Dean – Ernst & Young Inc.
Mr. M. MacNaughton – Borden Ladner Gervais LLP

APPENDIX "D"

TAB 1

COMBINED

Financial Statements
Nine Months Period Ended September 30, 2010

Index to Financial Statements
Nine Months Period Ended September 30, 2010

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
ASSETS						
Current						
Cash	$ -	$ -	$ -	$ -	$ -	$ -
Account receivable	$ 27,529,401	$ 25,535,777	$ 1,993,624	$ 27,529,401	$ 25,535,777	$ 1,993,624
Other receivable	$ 40,046	$ -	$ 40,046	$ 40,046	$ -	$ 40,046
Inventory	$ 23,436,794	$ 27,340,018	$ (3,903,225)	$ 23,436,794	$ 27,340,018	$ (3,903,225)
Goods and services tax recoverable	$ 307,355	$ -	$ 307,355	$ 307,355	$ -	$ 307,355
Prepaid expenses	$ 2,210,827	$ 118,560	$ 2,092,267	$ 2,210,827	$ 118,560	$ 2,092,267
Due from non-related parties	$ 323,876	$ -	$ 323,876	$ 323,876	$ -	$ 323,876
Due from related parties	$ -	$ 4,013,173	$ (4,013,173)	$ -	$ 4,013,173	$ (4,013,173)
	$ 53,848,299	$ 57,007,528	$ (3,159,229)	$ 53,848,299	$ 57,007,528	$ (3,159,229)
LONG TERM						
Fixed Assets						
Property, Plant and Equipment	$ 7,866,027	$ 8,449,405	$ (583,378)	$ 7,866,027	$ 8,449,405	$ (583,378)
Intangible Assets	$ 301,138	$ 279,013	$ 22,125	$ 301,138	$ 279,013	$ 22,125
Goodwill	$ 250,000	$ 231,563	$ 18,437	$ 250,000	$ 231,563	$ 18,437
Due from Director	$ 2,459,518	$ -	$ 2,459,518	$ 2,459,518	$ -	$ 2,459,518
	$ 10,876,683	$ 8,959,981	$ 1,916,702	$ 10,876,683	$ 8,959,981	$ 1,916,702
Total Assets	$ 64,724,982	$ 65,967,509	$ (1,242,527)	$ 64,724,982	$ 65,967,509	$ (1,242,527)

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current						
Bank indebtedness	$ 5,922,690	$ 21,562,081	$ (15,639,392)	$ 5,922,690	$ 21,562,081	$ (15,639,392)
Loan Payable - Signature bank	$ 9,902,020	$ -	$ 9,902,020	$ 9,902,020	$ -	$ 9,902,020
Accounts Payable	$ 3,109,877	$ 6,206,366	$ (3,096,489)	$ 3,109,877	$ 6,206,366	$ (3,096,489)
Deposits received	$ -	$ -	$ -	$ -	$ -	$ -
Dividends payable	$ 40,000	$ 50,000	$ (10,000)	$ 40,000	$ 50,000	$ (10,000)
Goods and services tax payable	$ -	$ 20,443	$ (20,443)	$ -	$ 20,443	$ (20,443)
Income taxes payable	$ 2,153,001	$ (111,183)	$ 2,264,184	$ 2,153,001	$ (111,183)	$ 2,264,184
Loan Payable - Short Term Portion	$ -	$ 900,000	$ (900,000)	$ -	$ 900,000	$ (900,000)
Due to non-related parties	$ -	$ -	$ -	$ -	$ -	$ -
Due to Related Parties	$ -	$ -	$ -	$ -	$ -	$ -
	$ 21,127,587	$ 28,627,707	$ (7,500,120)	$ 21,127,587	$ 28,627,707	$ (7,500,120)
Long term						
Due to corporate shareholder	$ 19,481,114	$ 21,248,649	$ (1,767,535)	$ 19,481,114	$ 21,248,649	$ (1,767,535)
Obligation under Capital Lease						
Deferred lease inducement						
Preferred shares classfied as libailities						
CIBC Term Loan	$ -	$ 3,500,000	$ (3,500,000)	$ -	$ 3,500,000	$ (3,500,000)
Broker's Payable	$ 1,575,000	$ 1,575,000	$ -	$ 1,575,000	$ 1,575,000	$ -
Loan Payable - Signature						
EDC AR insurance advance	$ 14,170,949	$ -	$ 14,170,949	$ 14,170,949	$ -	$ 14,170,949
Total Liabilities	$ 56,354,650	$ 54,951,356	$ 1,403,294	$ 56,354,650	$ 54,951,356	$ 1,403,294
Shareholders' equity						
Share capital	$ 1,000,500	$ 1,000,500	$ -	$ 1,000,500	$ 1,000,500	$ -
Retained earnings	$ 7,369,832	$ 10,015,653	$ (2,645,821)	$ 7,369,832	$ 10,015,653	$ (2,645,821)
	$ 8,370,332	$ 11,016,153	$ (2,645,821)	$ 8,370,332	$ 11,016,153	$ (2,645,821)
Total Liabilities and Shareholders' Equity	$ 64,724,982	$ 65,967,509	$ (1,242,527)	$ 64,724,982	$ 65,967,509	$ (1,242,527)

Statement of Income
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Revenue	$ 7,045,282	$ 17,332,132	$ (10,286,850)	$ 116,095,559	$ 138,202,853	$ (22,107,294)
Cost of sales						
Cost of Good Sold	$ 6,085,409	$ 15,104,522	$ (9,019,113)	$ 101,871,969	$ 120,479,877	$ (18,607,907)
Trades and sub-contacts	$ 110,465	$ 242,703	$ (132,239)	$ 1,186,955	$ 2,052,084	$ (865,129)
Warehouse Supplies	$ 24,456	$ 56,699	$ (32,243)	$ 240,884	$ 437,320	$ (196,437)
Equipment Rental	$ 40,821	$ 36,500	$ 4,321	$ 354,182	$ 306,000	$ 48,182
Gross profit	$ 784,131	$ 1,891,709	$ (1,107,577)	$ 12,441,569	$ 14,927,572	$ (2,486,003)
%	11.13%	10.91%		10.72%	10.80%	
Expenses	$ (958,417)	$ (998,775)	$ 40,358	$ (8,757,153)	$ (8,728,662)	$ (28,490)
Income before income taxes	$ (174,285)	$ 892,934	$ (1,067,219)	$ 3,684,417	$ 6,198,910	$ (2,514,493)
Loss from foreign exchange	$ 49	$ -	$ 49	$ 1,548	$ -	$ 1,548
	$ (174,237)	$ 892,934	$ (1,067,171)	$ 3,685,964	$ 6,198,910	$ (2,512,946)
Income Taxes	$ (53,341)	$ (294,668)	$ 241,327	$ (901,775)	$ (2,045,640)	$ 1,143,865
Net Income after income tax	$ (227,578)	$ 598,266	$ (825,844)	$ 2,784,189	$ 4,153,270	$ (1,369,081)

Statement of Expenses
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Expenses						
Advertising and promotion	$ 4,769	$ 5,600	$ (831)	$ 29,673	$ 50,400	$ (20,727)
Amortization of tangible assets	$ 281,860	$ 281,860	$ (0)	$ 2,536,752	$ 2,536,741	$ 11
Amortization of intangible assets	$ -	$ -	$ -	$ -	$ -	$ -
Bad debts	$ -	$ 23,080	$ (23,080)	$ 957	$ 196,459	$ (195,502)
Janitorial	$ -	$ -	$ -	$ -	$ -	$ -
Computer software	$ 396	$ 1,350	$ (954)	$ 11,598	$ 12,150	$ (552)
Credit card charges	$ 1,603	$ 3,777	$ (2,174)	$ 16,985	$ 32,535	$ (15,550)
Consulting fees	$ 32,620	$ 11,833	$ 20,787	$ 372,126	$ 106,500	$ 265,626
Donations	$ -	$ 1,000	$ (1,000)	$ -	$ 9,000	$ (9,000)
Equipment rentals	$ 109,347	$ 109,000	$ 347	$ 998,920	$ 968,000	$ 30,920
Insurance	$ 25,104	$ 19,945	$ 5,159	$ 214,970	$ 173,387	$ 41,584
Interest and bank charges	$ 42,123	$ 2,750	$ 39,373	$ 381,833	$ 22,950	$ 358,883
Interest on line of credit	$ 119,159	$ 94,026	$ 25,133	$ 1,058,887	$ 875,761	$ 183,126
Management salaries	$ 26,827	$ 192,155	$ (165,328)	$ 256,548	$ 1,525,701	$ (1,269,153)
Meals and entertainment	$ 4,039	$ 1,900	$ 2,139	$ 20,472	$ 15,300	$ 5,172
Office	$ 4,104	$ 4,600	$ (496)	$ 43,560	$ 37,600	$ 5,960
Professional fees	$ 15,530	$ 14,758	$ 771	$ 162,714	$ 131,475	$ 31,239
Promotion & Entertainment	$ 263	$ 1,000	$ (737)	$ 368	$ 9,000	$ (8,632)
Rental	$ 73,025	$ 88,400	$ (15,375)	$ 633,770	$ 795,600	$ (161,830)
Repairs and maintenance	$ 4,897	$ 5,500	$ (603)	$ 90,236	$ 47,250	$ 42,986
Royalties	$ -	$ -	$ -	$ -	$ -	$ -
Salaries and wages	$ 139,838	$ 49,790	$ 90,047	$ 1,231,724	$ 445,154	$ 786,570
Supplies	$ -	$ -	$ -	$ -	$ -	$ -
Telephone	$ 3,280	$ 5,750	$ (2,470)	$ 38,899	$ 49,200	$ (10,301)
Utilities	$ 14,065	$ 28,600	$ (14,535)	$ 162,523	$ 221,400	$ (58,877)
Vehicle	$ 55,567	$ 52,100	$ 3,467	$ 493,637	$ 467,100	$ 26,537
Freight	$ -	$ -	$ -	$ -	$ -	$ -
	$ 958,417	$ 998,775	$ (40,358)	$ 8,757,153	$ 8,728,662	$ 28,490

Statement of Retained Earnings
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Retained earnings - beginning of year	$ 7,597,410	$ 9,417,387	$ (1,819,977)	$ 4,581,337	$ 5,862,383	$ (1,819,977)
Net income for the year	$ (227,578)	$ 598,266	$ (825,844)	$ 2,784,189	$ 4,153,270	$ (825,844)
Dividends declared						
Prior period adjustment	$ -	$ -	$ -	$ 4,306	$ -	$ -
Retained earnings - end of year	$ 7,369,832	$ 10,015,653	$ (2,645,821)	$ 7,369,832	$ 10,015,653	$ (2,645,821)

Notes to Financial Statements
Month Ended September 30, 2010

1. PROPERTY, PLANT AND EQUIPMENT	Sep-10 Actual	Sep-10 Budget	Sep-10 Variance	YTD - 2010 Actual	YTD - 2010 Budget	YTD - 2010 Variance
Buildings						
Cost	$ 144,211	$ -	$ 144,211	$ 144,211	$ -	$ 144,211
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 144,211	$ -	$ 144,211	$ 144,211	$ -	$ 144,211
Buildings						
Cost	$ -	$ -	$ -	$ -	$ -	$ -
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ -	$ -	$ -	$ -	$ -	$ -
Equipment						
Cost	$ 10,226,557	$ 11,050,012	$ (823,455)	$ 10,226,557	$ 11,050,012	$ (823,455)
Accumulated amortization	$ (2,982,386)	$ (2,999,136)	$ 16,750	$ (2,982,386)	$ (2,999,136)	$ 16,750
	$ 7,244,171	$ 8,050,876	$ (806,705)	$ 7,244,171	$ 8,050,876	$ (806,705)
Motor vehicles						
Cost	$ 32,210	$ 26,331	$ 5,879	$ 32,210	$ 26,331	$ 5,879
Accumulated amortization	$ (13,256)	$ (13,254)	$ (2)	$ (13,256)	$ (13,254)	$ (2)
	$ 18,954	$ 13,077	$ 5,877	$ 18,954	$ 13,077	$ 5,877
Computer equipment						
Cost	$ 14,051	$ 14,051	$ -	$ 14,051	$ 14,051	$ -
Accumulated amortization	$ (11,028)	$ (11,024)	$ (4)	$ (11,028)	$ (11,024)	$ (4)
	$ 3,023	$ 3,027	$ (4)	$ 3,023	$ 3,027	$ (4)
Furniture and fixtures						
Cost	$ 114,527	$ 114,527	$ -	$ 114,527	$ 114,527	$ -
Accumulated amortization	$ (55,493)	$ (55,496)	$ 3	$ (55,493)	$ (55,496)	$ 3
	$ 59,034	$ 59,031	$ 3	$ 59,034	$ 59,031	$ 3
Leasehold improvements						
Cost	$ 1,301,886	$ 1,228,651	$ 73,235	$ 1,301,886	$ 1,228,651	$ 73,235
Accumulated amortization	$ (905,252)	$ (905,256)	$ 4	$ (905,252)	$ (905,256)	$ 4
	$ 396,634	$ 323,395	$ 73,239	$ 396,634	$ 323,395	$ 73,239
Total	$ 7,866,027	$ 8,449,405	$ (583,378)	$ 7,866,027	$ 8,449,405	$ (727,589)

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
2. INTANGIBLE ASSETS						
Incorporation						
Cost	$ 1,138	$ 1,138	$ -	$ 1,138	$ 1,138	$ -
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 1,138	$ 1,138	$ -	$ 1,138	$ 1,138	$ -
Patent - costs	$ 300,000	$ 277,875	$ 22,125	$ 300,000	$ 277,875	$ 22,125
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 300,000	$ 277,875	$ 22,125	$ 300,000	$ 277,875	$ 22,125
3. GOODWILL						
Cost	$ 250,000	$ 231,563	$ 18,437	$ 250,000	$ 231,563	$ 18,437
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 250,000	$ 231,563	$ 18,437	$ 250,000	$ 231,563	$ 18,437
4. DUE TO CORPORATE SHAREHOLDER						
Corporate shareholder	$ 19,481,114	$ 21,248,649	$ (1,767,535)	$ 19,481,114	$ 21,248,649	$ (1,767,535)

Notes to Financial Statements
Month Ended September 30, 2010

		Sep-10 Actual	Sep-10 Budget	Sep-10 Variance	YTD - 2010 Actual	YTD - 2010 Budget	YTD - 2010 Variance
5. SHARE CAPITAL							
Authorized: Unlimited	Common voting shares						
Issued:							
100	Common shares Class A	$ 500	$ 500	$ -	$ 500	$ 500	$ -
1,000,000	Preferred shares Class B	$ 1,000,000	$ 1,000,000	$ -	$ 1,000,000	$ 1,000,000	$ -
		$ 1,000,500	$ 1,000,500	$ -	$ 1,000,500	$ 1,000,500	$ -
6. BANK INDEBTEDNESS							
Canadian Bank Accounts		$ -			$ -		
US Bank Accounts		$ (5,922,690)			$ (5,922,690)		
Exchange Difference		$ -			$ -		
		$ (5,922,690)	$ (21,562,081)	$ 15,639,392	$ (5,922,690)	$ (21,562,081)	$ 15,639,392
7. REVENUE							
Sales from wholesale division		$ (611)	$ 3,300,000	$ (3,300,611)	$ (611)	$ 3,300,000	$ (3,300,611)
Vending division		$ -	$ 290,712	$ (290,712)	$ -	$ 290,712	$ (290,712)
Freight income		$ 811,195	$ -	$ 811,195	$ 811,195	$ -	$ 811,195
Sales from coffee truck division (Cash & Carry)		$ 3,669,304	$ 339,084	$ 3,330,220	$ 3,669,304	$ 339,084	$ 3,330,220
Rental income generated from related parties		$ -	$ 61,220	$ (61,220)	$ -	$ 61,220	$ (61,220)
Other revenue items		$ 1,107	$ -	$ 1,107	$ 1,107	$ -	$ 1,107
		$ 4,480,995	$ 3,991,016	$ 489,979	$ 4,480,995	$ 3,991,016	$ 489,979

TAB 2

2110458 ONTARIO LTD. O/A LORETTA FLOUR
Financial Statements
Nine Months Period Ended September 30, 2010

Index to Financial Statements
Nine Months Period Ended September 30, 2010

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
ASSETS						
Current						
Cash	$ -	$ 892,769	$ (892,769)	$ -	$ 892,769	$ (892,769)
Account receivable	$ 142,795	$ 4,708,328	$ (4,565,533)	$ 142,795	$ 4,708,328	$ (4,565,533)
Inventory	$ 2,745,110	$ 5,550,951	$ (2,805,841)	$ 2,745,110	$ 5,550,951	$ (2,805,841)
Goods and services tax recoverable	$ 516,365	$ 28,752	$ 487,613	$ 516,365	$ 28,752	$ 487,613
Prepaid expenses	$ 702,778	$ 24,486	$ 678,292	$ 702,778	$ 24,486	$ 678,292
Due from Related Parties	$ 1,486,780	$ 2,009,033	$ (522,253)	$ 1,486,780	$ 2,009,033	$ (522,253)
	$ 5,593,828	$ 13,214,318	$ (7,620,491)	$ 5,593,828	$ 13,214,318	$ (7,620,491)
LONG TERM						
Fixed Assets						
Property, Plant and Equipment	$ 6,681,752	$ 7,471,109	$ (789,357)	$ 6,681,752	$ 7,471,109	$ (789,357)
Total Assets	$ 12,275,580	$ 20,685,427	$ (8,409,847)	$ 12,275,580	$ 20,685,427	$ (8,409,847)

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current						
Bank indebtedness	$ 1,465,771	$ -	$ 1,465,771	$ 1,465,771	$ -	$ 1,465,771
Accounts Payable	$ 282,794	$ 1,785,412	$ (1,502,618)	$ 282,794	$ 1,785,412	$ (1,502,618)
Goods and services tax payable	$ -	$ -	$ -	$ -	$ -	$ -
Income taxes payable	$ 734,820	$ (133,007)	$ 867,827	$ 734,820	$ (133,007)	$ 867,827
Loan Payable - Short Term Portion	$ -	$ 900,000	$ (900,000)	$ -	$ 900,000	
Due to Related Parties	$ -	$ -	$ -	$ -	$ -	$ -
	$ 2,483,385	$ 2,552,405	$ (69,020)	$ 2,483,385	$ 2,552,405	$ (69,020)
Long term						
CIBC Term Loan	$ -	$ 3,500,000	$ (3,500,000)	$ -	$ 3,500,000	
Due to corporate shareholder	$ 6,467,999	$ 9,275,846	$ (2,807,847)	$ 6,467,999	$ 9,275,846	$ (2,807,847)
Broker's Payable	$ 1,575,000	$ 1,575,000	$ -	$ 1,575,000	$ 1,575,000	$ -
Total Liabilities	$ 10,526,384	$ 16,903,251	$ (6,376,867)	$ 10,526,384	$ 16,903,251	$ (6,376,867)
Shareholders' equity						
Share capital	$ 100	$ 100	$ -	$ 100	$ 100	$ -
Retained earnings	$ 1,749,095	$ 3,782,075	$ (2,032,980)	$ 1,749,095	$ 3,782,075	$ (2,032,980)
	$ 1,749,195	$ 3,782,175	$ (2,032,980)	$ 1,749,195	$ 3,782,175	$ (2,032,980)
Total Liabilities and Shareholders' Equity	$ 12,275,580	$ 20,685,426	$ (8,409,846)	$ 12,275,580	$ 20,685,426	$ (8,409,846)

Statement of Income
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Revenue	$ 71,664	$ 7,598,188	$ (7,526,524)	$ 41,189,353	$ 58,341,082	$ (17,151,729)
Cost of sales						
Cost of Good Sold	$ 6,673	$ 6,626,432	$ (6,619,759)	$ 36,331,467	$ 50,877,007	$ (14,545,540)
Trades and sub-contracts	$ 2,010	$ 20,735	$ (18,725)	$ 30,090	$ 184,482	$ (154,392)
Warehouse supplies	$ 14,264	$ 42,409	$ (28,145)	$ 139,272	$ 329,554	$ (190,282)
Equipment Rental	$ 40,821	$ 36,500	$ 4,321	$ 354,182	$ 306,000	$ 48,182
Gross profit	$ 7,896	$ 872,112	$ (864,216)	$ 4,334,342	$ 6,644,039	$ (2,309,697)
%	11.02%	11.48%	11.48%	10.52%	11.39%	13.47%
Expenses	$ (326,330)	$ (389,030)	$ 62,699	$ (2,954,796)	$ (3,378,477)	$ 423,681
Income before income taxes	$ (318,435)	$ 483,082	$ (801,517)	$ 1,379,545	$ 3,265,562	$ (1,886,016)
Loss from foreign exchange	$ -	$ -	$ -	$ -	$ -	$ -
	$ (318,435)	$ 483,082	$ (801,517)	$ 1,379,545	$ 3,265,562	$ (1,886,016)
Income Taxes	$ -	$ (159,417)	$ 159,417	$ (536,677)	$ (1,077,635)	$ 540,958
Net Income after income tax	$ (318,435)	$ 323,665	$ (642,100)	$ 842,868	$ 2,187,926	$ (1,345,058)

Statement of Expenses
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Expenses						
Advertising and promotion	$ 122	$ 1,100	$ (978)	$ 459	$ 9,900	$ (9,441)
Amortization of tangible assets	$ 240,314	$ 240,314	$ (0)	$ 2,162,826	$ 2,162,829	$ (3)
Bad debts (Recovery)	$ -	$ 5,659	$ (5,659)	$ (5,002)	$ 47,804	$ (52,806)
Consulting fees	$ 7,500	$ -	$ 7,500	$ 67,500	$ -	$ 67,500
Janitorial	$ -	$ -		$ -	$ -	$ -
Insurance	$ 3,860	$ 9,600	$ (5,741)	$ 32,736	$ 85,500	$ (52,765)
Interest and bank charges	$ 20,964	$ 950	$ 20,014	$ 183,448	$ 8,100	$ 175,348
Interest on line of credit	$ 1,924	$ -	$ 1,924	$ 25,613	$ 42,546	$ (16,933)
Management salaries	$ -	$ 83,873	$ (83,873)	$ 1,584	$ 620,999	$ (619,415)
Office	$ 609	$ 600	$ 9	$ 4,931	$ 4,950	$ (19)
Repairs & Maintenance	$ 1,308	$ 4,000	$ (2,692)	$ 20,401	$ 33,750	$ (13,349)
Professional fees	$ 0	$ 8,883	$ (8,883)	$ 4,027	$ 78,600	$ (74,573)
Rental	$ 30,194	$ 19,500	$ 10,694	$ 259,207	$ 175,500	$ 83,707
Salaries and wages	$ 10,630	$ -	$ 10,630	$ 114,547	$ -	$ 114,547
Supplies	$ -	$ -	$ -	$ -	$ -	$ -
Telephone	$ 652	$ 550	$ 102	$ 4,646	$ 4,500	$ 146
Promotion & Entertainment	$ 263	$ 1,000	$ (737)	$ 368	$ 9,000	$ (8,632)
Waste Removal	$ -	$ -	$ -	$ -	$ -	$ -
Utilities	$ 4,343	$ 13,000	$ (8,657)	$ 47,526	$ 94,500	$ (46,974)
Vehicle	$ 3,649	$ -	$ 3,649	$ 29,981	$ -	$ 29,981
	$ 326,330	$ 389,030	$ (62,699)	$ 2,954,796	$ 3,378,477	$ (423,681)

Statement of Retained Earnings
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Retained earnings - beginning of year	$ 2,067,530	$ 3,458,410	$ (1,390,880)	$ 906,227	$ 1,594,149	$ (687,922)
Net income	$ (318,435)	$ 323,665	$ (642,100)	$ 842,868	$ 2,187,926	$ (1,345,058)
Dividends declared						
Prior period adjustment	$ -	$ -	$ -	$ -	$ -	$ -
Retained earnings - end of year	$ 1,749,095	$ 3,782,075	$ (2,032,980)	$ 1,749,095	$ 3,782,075	$ (2,032,980)

Notes to Financial Statements
Month Ended September 30, 2010

1. PROPERTY, PLANT AND EQUIPMENT	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Warehouse Equipment						
Cost	$ 8,785,950	$ 9,648,543	$ (862,593)	$ 8,785,950	$ 9,648,543	$ (862,593)
Accumulated amortization	$ (2,234,304)	$ (2,234,304)	$ -	$ (2,234,304)	$ (2,234,304)	$ -
	$ 6,551,646	$ 7,414,239	$ (862,593)	$ 6,551,646	$ 7,414,239	$ (862,593)
Furniture and fixtures						
Cost	$ 100,000	$ 100,000	$ -	$ 100,000	$ 100,000	$ -
Accumulated amortization	$ (47,412)	$ (47,413)	$ 1	$ (47,412)	$ (47,413)	$ 1
	$ 52,588	$ 52,587	$ 1	$ 52,588	$ 52,587	$ 1
Leasehold improvements						
Cost	$ 80,085	$ 6,850	$ 73,235	$ 80,085	$ 6,850	$ 73,235
Accumulated amortization	$ (2,567)	$ (2,568)	$ 1	$ (2,567)	$ (2,568)	$ 1
	$ 77,518	$ 4,282	$ 73,236	$ 77,518	$ 4,282	$ 73,236
Total	$ 6,681,752	$ 7,471,109	$ (789,357)	$ 6,681,752	$ 7,471,109	$ (789,357)

Notes to Financial Statements
Month Ended September 30, 2010

		Sep-10			YTD - 2010		
		Actual	Budget	Variance	Actual	Budget	Variance
4. DUE FROM (TO) RELATED PARTIES							
Due from 2131413 Ontario Ltd.		$ 4,418,614			$ 4,418,614		
Due to 787755 Ontario Ltd.		$ (2,931,834)			$ (2,931,834)		
		$ 1,486,780	$ 2,009,033	$ (522,253)	$ 1,486,780	$ 2,009,033	$ (522,253)
5. DUE TO CORPORATE SHAREHOLDER							
Corporate shareholder		$ 6,467,999	$ 9,275,846	$ (2,807,847)	$ 6,467,999	$ 9,275,846	$ (2,807,847)
6. SHARE CAPITAL							
Authorized: Unlimited	Common voting shares						
Issued:							
100	Common shar	$ 100	$ 100	$ -	$ 100	$ 100	$ -
		$ 100	$ 100	$ -	$ 100	$ 100	$ -

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
7. BANK INDEBTEDNESS						
Canadian Bank Accounts	$ -			$ -		
US Bank Accounts	$ (1,465,771)			$ (1,465,771)		
Exchange Difference	$ -			$ -		
	$ (1,465,771)	$ 892,769	$ (2,358,540)	$ (1,465,771)	$ 892,769	$ (2,358,540)

TAB 3

2131413 ONTARIO LTD. O/A LORETTA FOODS
Financial Statements
Nine Months Period Ended September 30, 2010

Index to Financial Statements
Nine Months Period Ended September 30, 2010

FINANCIAL STATEMENTS

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
ASSETS						
Current						
Cash	$ -	$ -	$ -	-	$ -	$ -
Account receivable	$ 759,733	$ 5,307,254	$ (4,547,521)	759,733	$ 5,307,254	$ (4,547,521)
Inventory	$ 14,425,162	$ 13,130,191	$ 1,294,971	14,425,162	$ 13,130,191	$ 1,294,971
Goods and services tax recoverable	$ 2,461	$ 23,998	$ (21,536)	2,461	$ 23,998	$ (21,536)
Prepaid expenses	$ 121,834	$ 15,244	$ 106,590	121,834	$ 15,244	$ 106,590
Due from related parties	$ 1,970,520	$ 849,921	$ 1,120,599	1,970,520	$ 849,921	$ 1,120,599
	$ 17,279,711	$ 19,326,607	$ (2,046,896)	17,279,711	$ 19,326,607	$ (2,046,896)
LONG TERM						
Fixed Assets						
Property, Plant and Equipment	$ 590,145	$ 551,007	$ 39,138	590,145	$ 551,007	$ 39,138
Intangible Assets	$ 300,000	$ 277,875	$ 22,125	300,000	$ 277,875	$ 22,125
Goodwill	$ 250,000	$ 231,563	$ 18,437	250,000	$ 231,563	$ 18,437
Total Fixed Assets	$ 1,140,145	$ 1,060,445	$ 79,700	1,140,145	$ 1,060,445	$ 79,700
Total Assets	$ 18,419,856	$ 20,387,052	$ (1,967,197)	18,419,856	$ 20,387,052	$ (1,967,197)

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current						
Operating Loan	$ 37,285	$ 3,141,996	$ (3,104,711)	$ 37,285	$ 3,141,996	$ (3,104,711)
Accounts Payable	$ 781,232	$ 1,921,562	$ (1,140,331)	$ 781,232	$ 1,921,562	$ (1,140,331)
Deposits received	$ -	$ -	$ -	$ -	$ -	$ -
Dividends payable	$ 40,000	$ 50,000	$ (10,000)	$ 40,000	$ 50,000	$ (10,000)
Goods and services tax payable	$ -	$ -	$ -	$ -	$ -	$ -
Income taxes payable	$ 708,771	$ (39,199)	$ 747,970	$ 708,771	$ (39,199)	$ 747,970
Due to Related Parties	$ -	$ -	$ -	$ -	$ -	$ -
	$ 1,567,287	$ 5,074,360	$ (3,507,072)	$ 1,567,287	$ 5,074,360	$ (3,507,072)
Long term						
Due to corporate shareholder	$ 12,932,948	$ 11,484,333	$ 1,448,615	$ 12,932,948	$ 11,484,333	$ 1,448,615
Total Liabilities	$ 14,500,235	$ 16,558,693	$ (2,058,457)	$ 14,500,235	$ 16,558,693	$ (2,058,457)
Shareholders' equity						
Share capital	$ 1,000,200	$ 1,000,200	$ -	$ 1,000,200	$ 1,000,200	$ -
Retained earnings	$ 2,919,420	$ 2,828,160	$ 91,260	$ 2,919,420	$ 2,828,160	$ 91,260
	$ 3,919,620	$ 3,828,360	$ 91,260	$ 3,919,620	$ 3,828,360	$ 91,260
Total Liabilities and Shareholders' Equity	$ 18,419,856	$ 20,387,053	$ (1,967,197)	$ 18,419,856	$ 20,387,053	$ (1,967,197)

Statement of Income
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Revenue	$ 373,487	$ 4,317,896	$ (3,944,409)	26,951,362	$ 38,305,775	$ (11,354,413)
Cost of sales						
Cost of Good Sold	$ 214,042	$ 3,798,991	$ (3,584,949)	23,769,654	$ 33,708,294	$ (9,938,640)
Trades and sub-contracts	$ 20,221	$ 32,865	$ (12,644)	168,954	$ 238,362	$ (69,408)
Warehouse supplies	$ 10,192	$ 14,289	$ (4,098)	101,612	$ 107,766	$ (6,155)
Gross profit	$ 129,032	$ 471,750	$ (342,718)	2,911,142	$ 4,251,352	$ (1,340,210)
%	34.55%	10.93%	8.69%	10.80%	11.10%	11.80%
Expenses	$ (146,473)	$ (255,810)	$ 109,337	(1,341,692)	$ (2,228,040)	$ 886,348
Income before income taxes	$ (17,441)	$ 215,940	$ (233,381)	1,569,450	$ 2,023,312	$ (453,862)
Loss from foreign exchange	$ -	$ -	$ -	$ -	$ -	$ -
	$ (17,441)	$ 215,940	$ (233,381)	1,569,450	$ 2,023,312	$ (453,862)
Income Taxes	$ -	$ (71,260)	$ 71,260	$ (252,972)	$ (667,693)	$ 414,721
Net Income after income tax	$ (17,441)	$ 144,680	$ (162,121)	1,316,478	$ 1,355,619	$ (39,141)

Statement of Expenses
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Expenses						
Advertising and promotion	$ 4,551	$ 3,500	$ 1,051	28,408	$ 31,500	$ (3,092)
Amortization of tangible assets	$ 17,708	$ 17,708	$ 0	159,372	$ 159,371	$ 1
Amortization of intangible assets	$ -	$ -	$ -	-	$ -	$ -
Bad debts	$ -	$ 12,954	$ (12,954)	-	$ 114,917	$ (114,917)
Equipment rentals	$ 26,913	$ 31,500	$ (4,587)	267,935	$ 270,500	$ (2,565)
Insurance	$ 2,901	$ 760	$ 2,141	24,786	$ 6,120	$ 18,666
Interest and bank charges	$ 6,983	$ 1,800	$ 5,183	89,715	$ 14,850	$ 74,865
Interest on line of credit	$ 3,192	$ 14,207	$ (11,015)	17,810	$ 142,549	$ (124,739)
Management salaries	$ 8,176	$ 87,301	$ (79,125)	77,186	$ 719,548	$ (642,362)
Office	$ 1,603	$ 2,700	$ (1,097)	17,349	$ 22,750	$ (5,401)
Professional fees	$ 15,530	$ 3,375	$ 12,155	158,687	$ 30,375	$ 128,312
Rental	$ 14,279	$ 49,000	$ (34,722)	117,587	$ 441,000	$ (323,414)
Royalties	$ -	$ -	$ -	-	$ -	$ -
Salaries and wages	$ 41,531	$ 24,205	$ 17,326	356,621	$ 217,410	$ 139,212
Telephone	$ -	$ 1,100	$ (1,100)	-	$ 9,150	$ (9,150)
Utilities	$ 1,062	$ 3,600	$ (2,539)	11,442	$ 30,900	$ (19,459)
Vehicle	$ 2,045	$ 2,100	$ (55)	14,795	$ 17,100	$ (2,305)
	$ 146,473	$ 255,810	$ (109,337)	1,341,692	$ 2,228,040	$ (886,348)

Statement of Retained Earnings
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Retained earnings - beginning of period	$ 2,936,861	$ 2,683,480	$ 253,381	1,602,943	$ 1,472,541	$ 130,402
Net income for the period	$ (17,441)	$ 144,680	$ (162,121)	1,316,478	$ 1,355,619	$ (39,141)
Dividends declared			$ -	-	$ -	$ -
Prior period adjustment	$ -	$ -	$ -	(1)	$ -	$ (1)
Retained earnings - end of period	$ 2,919,420	$ 2,828,160	$ 91,260	$ 2,919,420	$ 2,828,160	$ 91,260

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
1. PROPERTY, PLANT AND EQUIPMENT						
Warehouse Equipment						
	$ 1,173,310	$ 1,134,172	$ 39,138	1,173,310	$ 1,134,172	$ 39,138
	$ (588,420)	$ (588,419)	$ (1)	(588,420)	$ (588,419)	$ (1)
	$ 584,890	$ 545,753	$ 39,137	584,890	$ 545,753	$ 39,137
Furniture and fixtures						
	$ 10,733	$ 10,733	$ -	10,733	$ 10,733	$ -
	$ (5,478)	$ (5,478)	$ 0	(5,478)	(5,478)	$ 0
	$ 5,255	$ 5,255	$ 0	5,255	$ 5,255	$ 0
Total	$ 590,145	$ 551,007		590,145	$ 551,007	$ 39,138
2. INTANGIBLE ASSETS						
Patent - costs	$ 300,000	$ 277,875	$ 22,125	300,000	$ 277,875	$ 22,125
Accumulated amortization	$ -	$ -	$ -	-	$ -	$ -
	$ 300,000	$ 277,875	$ 22,125	300,000	$ 277,875	$ 22,125
3. GOODWILL						
Cost	$ 250,000	$ 231,563	$ 18,437	250,000	$ 231,563	$ 18,437
Accumulated amortization	$ -	$ -	$ -	-	$ -	$ -
	$ 250,000	$ 231,563	$ 18,437	250,000	$ 231,563	$ 18,437

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
4. DUE FROM (TO) RELATED PARTIES						
Due from 2110458 Ontario Ltd.	$ (4,418,614)			(4,418,614)		
Due to 787755 Ontario Ltd.	$ 6,389,134			6,389,134		
	$ 1,970,520	$ 849,921	$ 1,120,599	1,970,520	$ 849,921	$ 1,120,599
5. DUE TO CORPORATE SHAREHOLDER						
Corporate shareholder	$ 12,932,948	$ 11,484,333	$ 1,448,615	12,932,948	11,484,333	$ 1,448,615
6. SHARE CAPITAL						
Authorized: Unlimited						
Issued:						
	$ 200	$ 200	$ -	200	$ 200	$ -
	$ 1,000,000	$ 1,000,000	$ -	1,000,000	$ 1,000,000	$ -
	$ 1,000,200	$ 1,000,200	$ -	1,000,200	$ 1,000,200	$ -

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
7. BANK INDEBTEDNESS						
Canadian Bank Accounts	$ -			-		
US Bank Accounts	$ (37,285)			(37,285)		
Exchange Difference	$ -			-		
	$ (37,285)	$ (3,141,996)	$ 3,104,711	(37,285)	$ (3,141,996)	$ 3,104,711

TAB 4

787755 ONTARIO LTD. O/A NEW DURHAM TRADING AND NDT FOOD SERVICES
Financial Statements
Nine Months Period Ended September 30, 2010

Index to Financial Statements
Nine Months Period Ended September 30, 2010

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
ASSETS						
Current						
Cash	$ -	$ -	$ -	$ -	$ -	$ -
Account receivable	$ 26,626,873	$ 15,520,196	$ 11,106,677	$ 26,626,873	$ 15,520,196	$ 11,106,677
Other receivable	$ 40,046	$ -	$ 40,046	$ 40,046	$ -	$ 40,046
Inventory	$ 6,266,522	$ 8,658,876	$ (2,392,354)	$ 6,266,522	$ 8,658,876	$ (2,392,354)
Goods and services tax recoverable	$ -	$ -	$ -	$ -	$ -	$ -
Prepaid expenses	$ 1,386,215	$ 78,830	$ 1,307,385	$ 1,386,215	$ 78,830	$ 1,307,385
Due from non-related parties	$ 323,876	$ -	$ 323,876	$ 323,876	$ -	$ 323,876
Due from Related Parties	$ -	$ 1,154,219	$ (1,154,219)	$ -	$ 1,154,219	$ (1,154,219)
	$ 34,643,532	$ 25,412,121	$ 9,231,411	$ 34,643,532	$ 25,412,121	$ 9,231,411
LONG TERM						
Fixed Assets						
Property, Plant and Equipment	$ 594,130	$ 427,289	$ 166,841	$ 594,130	$ 427,289	$ 166,841
Intangible Assets	$ 1,138	$ 1,138	$ -	$ 1,138	$ 1,138	$ -
Due from Director	$ 2,459,518	$ -	$ 2,459,518	$ 2,459,518	$ -	$ 2,459,518
	$ 3,054,786	$ 428,427	$ 2,626,359	$ 3,054,786	$ 428,427	$ 2,626,359
Total Assets	$ 37,698,318	$ 25,840,548	$ 11,857,770	$ 37,698,318	$ 25,840,548	$ 11,857,770

Balance Sheet
September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current						
Bank indebtedness	$ 4,419,633	$ 19,312,853	$ (14,893,220)	$ 4,419,633	$ 19,312,853	$ (14,893,220)
Loan Payable - Signature bank	$ 9,902,020	$ -	$ 9,902,020	$ 9,902,020	$ -	$ 9,902,020
Accounts Payable	$ 2,045,851	$ 2,499,392	$ (453,541)	$ 2,045,851	$ 2,499,392	$ (453,541)
Goods and services tax payable	$ 211,471	$ 73,192	$ 138,279	$ 211,471	$ 73,192	$ 138,279
Income taxes payable	$ 709,410	$ 61,023	$ 648,387	$ 709,410	$ 61,023	$ 648,387
Due to non-related parties	$ -	$ -	$ -	$ -	$ -	$ -
Due to Related Parties	$ 3,457,300	$ -	$ 3,457,300	$ 3,457,300	$ -	$ 3,457,300
	$ 20,745,685	$ 21,946,460	$ (1,200,775)	$ 20,745,685	$ 21,946,460	$ (1,200,775)
Long term						
Due to corporate shareholder	$ 80,167	$ 488,470	$ (408,303)	$ 80,167	$ 488,470	$ (408,303)
EDC AR Insurance Advance	$ 14,170,949	$ -	$ 14,170,949	$ 14,170,949	$ -	$ 14,170,949
Total Liabilities	$ 34,996,801	$ 22,434,930	$ 12,561,871	$ 34,996,801	$ 22,434,930	$ 12,561,871
Shareholders' equity						
Share capital	$ 200	$ 200	$ -	$ 200	$ 200	$ -
Retained earnings	$ 2,701,317	$ 3,405,418	$ (704,101)	$ 2,701,317	$ 3,405,418	$ (704,101)
	$ 2,701,517	$ 3,405,618	$ (704,101)	$ 2,701,517	$ 3,405,618	$ (704,101)
Total Liabilities and Shareholders' Equity	$ 37,698,318	$ 25,840,548	$ 11,857,770	$ 37,698,318	$ 25,840,548	$ 11,857,770

Statement of Income
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Revenue	$ 6,600,131	$ 5,416,049	$ 1,184,082	$ 47,954,844	$ 41,555,997	$ 6,398,847
Cost of sales						
Cost of Good Sold	$ 5,864,693	$ 4,679,099	$ 1,185,595	$ 41,770,847	$ 35,894,576	$ 5,876,272
Trades and sub-contacts	$ 88,234	$ 189,103	$ (100,870)	$ 987,911	$ 1,629,240	$ (641,329)
Gross profit	$ 647,204	$ 547,847	$ 99,357	$ 5,196,086	$ 4,032,181	$ 1,163,904
%	9.81%	10.12%	8.39%	10.84%	9.70%	18.19%
Expenses	$ (485,614)	$ (353,935)	$ (131,678)	$ (4,460,665)	$ (3,122,145)	$ (1,338,520)
Income before income taxes	$ 161,590	$ 193,911	$ (32,321)	$ 735,421	$ 910,037	$ (174,616)
Loss from foreign exchange	$ 49	$ -	$ 49	$ 1,548	$ -	$ 1,548
	$ 161,639	$ 193,911	$ (32,273)	$ 736,969	$ 910,037	$ (173,068)
Income Taxes	$ (53,341)	$ (63,991)	$ 10,650	$ (112,126)	$ (300,312)	$ 188,186
Net Income after income tax	$ 108,298	$ 129,921	$ (21,623)	$ 624,843	$ 609,725	$ 15,118

Statement of Expenses
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Expenses						
Advertising and promotion	$ 96	$ 1,000	$ (904)	$ 806	$ 9,000	$ (8,194)
Amortization of tangible assets	$ 23,838	$ 23,838	$ 0	$ 214,554	$ 214,541	$ 13
Bad debts (Recovery)	$ -	$ 4,467	$ (4,467)	$ 5,959	$ 33,737	$ (27,778)
Computer software	$ 396	$ 1,350		$ 11,598	$ 12,150	$ (552)
Credit card charges	$ 1,603	$ 3,777	$ (2,174)	$ 16,985	$ 32,535	$ (15,550)
Consulting fees	$ 25,120	$ 11,833	$ 13,287	$ 304,626	$ 106,500	$ 198,126
Donations	$ -	$ 1,000	$ (1,000)	$ -	$ 9,000	$ (9,000)
Equipment rentals	$ 82,434	$ 77,500	$ 4,934	$ 730,985	$ 697,500	$ 33,485
Insurance	$ 18,344	$ 9,585	$ 8,759	$ 157,449	$ 81,767	$ 75,683
Interest and bank charges	$ 14,177	$ -	$ 14,177	$ 108,671	$ -	$ 108,671
Interest on line of credit	$ 114,043	$ 79,819	$ 34,224	$ 1,015,464	$ 690,666	$ 324,797
Management salaries	$ 18,651	$ 20,981	$ (2,331)	$ 177,778	$ 185,154	$ (7,376)
Meals and entertainment	$ 4,039	$ 1,900	$ 2,139	$ 20,472	$ 15,300	$ 5,172
Office	$ 1,892	$ 1,300	$ 592	$ 21,280	$ 9,900	$ 11,380
Professional fees	$ -	$ 2,500	$ (2,500)	$ -	$ 22,500	$ (22,500)
Rental	$ 28,553	$ 19,900	$ 8,653	$ 256,977	$ 179,100	$ 77,877
Repairs and maintenance	$ 3,589	$ 1,500	$ 2,089	$ 69,835	$ 13,500	$ 56,335
Salaries and wages	$ 87,677	$ 25,586	$ 62,091	$ 760,556	$ 227,744	$ 532,812
Security	$ -	$ -	$ -	$ -	$ -	$ -
Telephone	$ 2,628	$ 4,100	$ (1,472)	$ 34,253	$ 35,550	$ (1,297)
Utilities	$ 8,661	$ 12,000	$ (3,339)	$ 103,556	$ 96,000	$ 7,556
Vehicle	$ 49,874	$ 50,000	$ (127)	$ 448,862	$ 450,000	$ (1,139)
Waste Removal	$ -	$ -	$ -	$ -	$ -	$ -
	$ 485,614	$ 353,935	$ 131,678	$ 4,460,665	$ 3,122,145	$ 1,338,520

Statement of Retained Earnings
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
Retained earnings - beginning of year	$ 2,593,019	$ 3,275,497	$ (682,478)	$ 2,072,167	$ 2,795,693	$ (723,526)
Net income	$ 108,298	$ 129,921	$ (21,623)	$ 624,843	$ 609,725	$ 15,118
Dividends declared						
Prior period adjustment	$ -	$ -	$ -	$ 4,307	$ -	$ -
Retained earnings - end of year	$ 2,701,317	$ 3,405,418	$ (704,101)	$ 2,701,317	$ 3,405,418	$ (708,408)

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
1. PROPERTY, PLANT AND EQUIPMENT	Actual	Budget	Variance	Actual	Budget	Variance
Land						
Cost	$ 144,211	$ -	$ 144,211	$ 144,211	$ -	$ 144,211
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 144,211	$ -	$ 144,211	$ 144,211	$ -	$ 144,211
Buildings						
Cost	$ -	$ -	$ -	$ -	$ -	$ -
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ -	$ -	$ -	$ -	$ -	$ -
Equipment						
Cost	$ 267,297	$ 267,297	$ -	$ 267,297	$ 267,297	$ -
Accumulated amortization	$ (159,662)	$ (176,413)	$ 16,751	$ (159,662)	$ (176,413)	$ 16,751
	$ 107,635	$ 90,884	$ 16,751	$ 107,635	$ 90,884	$ 16,751
Motor vehicles						
Cost	$ 32,210	$ 26,331	$ 5,879	$ 32,210	$ 26,331	$ 5,879
Accumulated amortization	$ (13,256)	$ (13,254)	$ (2)	$ (13,256)	$ (13,254)	$ (2)
	$ 18,954	$ 13,077	$ 5,877	$ 18,954	$ 13,077	$ 5,877
Computer equipment						
Cost	$ 14,051	$ 14,051	$ -	$ 14,051	$ 14,051	$ -
Accumulated amortization	$ (11,028)	$ (11,024)	$ (4)	$ (11,028)	$ (11,024)	$ (4)
	$ 3,023	$ 3,027	$ (4)	$ 3,023	$ 3,027	$ (4)
Furniture and fixtures						
Cost	$ 3,794	$ 3,794	$ -	$ 3,794	$ 3,794	$ -
Accumulated amortization	$ (2,603)	$ (2,605)	$ 2	$ (2,603)	$ (2,605)	$ 2
	$ 1,191	$ 1,189	$ 2	$ 1,191	$ 1,189	$ 2
Leasehold improvements						
Cost	$ 1,221,801	$ 1,221,801	$ -	$ 1,221,801	$ 1,221,801	$ -
Accumulated amortization	$ (902,685)	$ (902,688)	$ 3	$ (902,685)	$ (902,688)	$ 3
	$ 319,116	$ 319,113	$ 3	$ 319,116	$ 319,113	$ 3
Total	$ 594,130	$ 427,289	$ 22,630	$ 594,130	$ 427,289	$ 22,630
2. INTANGIBLE ASSETS						
Incorporation						
Cost	$ 1,138	$ 1,138	$ -	$ 1,138	$ 1,138	$ -
Accumulated amortization	$ -	$ -	$ -	$ -	$ -	$ -
	$ 1,138	$ 1,138	$ -	$ 1,138	$ 1,138	$ -

Notes to Financial Statements
Month Ended September 30, 2010

		Sep-10			YTD - 2010		
		Actual	Budget	Variance	Actual	Budget	Variance
4. DUE FROM (TO) RELATED PARTIES							
Due to 2110458 Ontario Ltd.		$ 2,931,834			$ 2,931,834		
Due from 2131413 Ontario Ltd.		$ (6,389,134)			$ (6,389,134)		
Employee advance		$ -			$ -		
Loan receivable (payable) - North Dakota		$ -			$ -		
Loan receivable (payable) - Tarabac Holdings Inc.		$ -			$ -		
		$ (3,457,300)	$ 1,154,219	$ (4,611,518)	$ (3,457,300)	$ 1,154,219	$ (4,611,518)
5. DUE TO CORPORATE SHAREHOLDER							
Corporate shareholder		$ 80,167	$ 488,470	$ (408,303)	$ 80,167	$ 488,470	$ (408,303)
6. SHARE CAPITAL							
Authorized: Unlimited	Common voting shares						
Issued:							
100	Common shares Class A	$ 200	$ 200	$ -	$ 200	$ 200	$ -
		$ 200	$ 200	$ -	$ 200	$ 200	$ -

Notes to Financial Statements
Month Ended September 30, 2010

	Sep-10			YTD - 2010		
	Actual	Budget	Variance	Actual	Budget	Variance
7. BANK INDEBTEDNESS						
Canadian Bank Accounts	$ -			$ -		
US Bank Accounts	$ (4,419,633)			$ (4,419,633)		
Exchange Difference	$ -			$ -		
	$ (4,419,633)	$ (19,312,853)	$ 14,893,220	$ (4,419,633)	$ (19,312,853)	$ 14,893,220

TAB 5

Tarbrac Holdings Inc.

Financial Statements

Year Ended December 31, 2009

(Unaudited - See Notice To Reader)

Draft for discussion purposes only

MEMBER OF

TurnerMoore Group

FalconeTurnerMoore LLP
Certified General Accountants

Draft for discussion purposes only

NOTICE TO READER

On the basis of information provided by management, we have compiled the balance sheet of Tarbrac Holdings Inc. as at December 31, 2009 and the statement of income and retained earnings for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Bradford, Ontario
June 3, 2010

FalconeTurnerMoore LLP
Certified General Accountants

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Tel: (905) 657-6504 or (647) 723-5326 ; Fax: (905) 775-9550
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Bradford, Ontario, L3Z 2B3
Email: mfalcone@turnermoore.com

TARBRAC HOLDINGS INC.

Balance Sheet

December 31, 2009

(Unaudited - See Notice To Reader)

	2009	2008
ASSETS		
Current		
Due from Related Parties *(Note 2)*	$ 17,600	$ 17,600
Inventory	9,040,000	-
Investment in Related Parties *(Note 3)*	300	300
	$ 9,057,900	**$ 17,900**
LIABILITIES AND SHAREHOLDER DEFICIENCIES		
Current		
Due to Shareholder *(Note 4)*	$ 17,800	$ 17,800
Shareholder Equity		
Share capital *(Note 5)*	9,040,100	100
Retained earnings	-	-
	$ 9,057,900	**$ 17,900**

Draft for discussion purposes only

ON BEHALF OF THE BOARD

_______________________________ *Director*

_______________________________ *Director*

The accompanying notes are an integral part of these

TARBRAC HOLDINGS INC.
Statement of Income and Retained Earnings
Year Ended December 31, 2009
(Unaudited - See Notice To Reader)

	2009	2008
Revenue	$ -	$ -
Net income	-	-
Retained earnings - beginning of year	-	-
Retained earnings - end of year	$ -	$ -

Draft for discussion purposes only

The accompanying notes are an integral part of these

TARBRAC HOLDINGS INC.
Notes to Financial Statements
Year Ended December 31, 2009
(Unaudited - See Notice To Reader)

1. **Summary of significant accounting policies**

2. **Due From Related Party**

		2009		2008
Current:				
Loan Receivable - 2110458 Ontario Ltd O/A Loretta Flour	$	17,600	$	17,600

Above Loans are non-interest bearing with no set-terms of repayment

3. **Investment in Related Parties**

		2009		2008
Investment in 2110458 Ontario Ltd O/A Loretta Flour	$	100	$	100
Investment in 2131413 Ontario Ltd O/A Loretta Foods		200		200
	$	300	$	300

4. **Due To Shareholer**

		2009		2008
Individual shareholder	$	17,800	$	17,800

The amounts due to shareholder are non-interest bearing and have no set repayment terms.

5. **SHARE CAPITAL**

		2009		2008
Issued:				
9,040,000 Non- Voting Preferred shares	$	9,040,000	$	-
100 Common shares		100		100
	$	9,040,100	$	100

Preferred shares were issued to a broker in exchanged for inventory the Company purchased in 2009. Shares are non-voting, redeemable and retractable at $1 per share.

Draft for discussion purposes only

APPENDIX "E"

APPENDIX E

PROPOSED TIMELINE FOR MARKETING AND SALE OF FRESH FOODS AND CATERING DIVISION

November 29 to December 11, 2010	▪ Prepare brief Confidential Information Memorandum (CIM), including required terms of sale and timeline for submission of purchase offers, and brief Investment Overview e-mail for distribution to prospective purchasers. ▪ Compile list of industry participants that are most likely to be prospective purchasers. ▪ Accumulate available due diligence information and populate electronic data room.
December 14, 2010 to January 7, 2011	▪ Contact prospective purchasers by phone and Investment Overview e-mail ▪ Circulate Confidentiality Agreements to interested parties ▪ Parties executing a Confidentiality Agreement will receive the CIM and access to the electronic data room ▪ Provide facility tours as requested
January 14, 2011	▪ Deadline for submission of purchaser offers including required terms of sale
January 15 to January 28, 2011	▪ Analysis and negotiation of purchaser offers ▪ Selection of successful purchaser ▪ Application to Court for approval of sale agreement and vesting order ▪ Closing of sale transaction

Court File No. 10-CV-8991-00CL

IN THE MATTER OF THE INTERIM RECEIVERSHIP OF 2110458 ONTARIO LIMITED, 2131413 ONTARIO LIMITED, 787755 ONTARIO LIMITED AND TARBRAC HOLDINGS INC.

IN THE MATTER OF SECTION 47(1) OF THE *BANKRUPTCY & INSOLVENCY ACT*, R.S.C. 1985, C. B-3, as amended, and SECTION 101 OF THE *COURTS OF JUSTICE ACT* R.S.O. 1990, C.C. 43, as amended

ONTARIO
SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

Proceedings Commenced in Toronto

FIRST REPORT TO THE COURT OF ERNST & YOUNG INC., AS INTERIM RECEIVER

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
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LSUC # 58915H

Lawyers for Ernst & Young Inc., in its capacity as Court-appointed Interim Receiver.