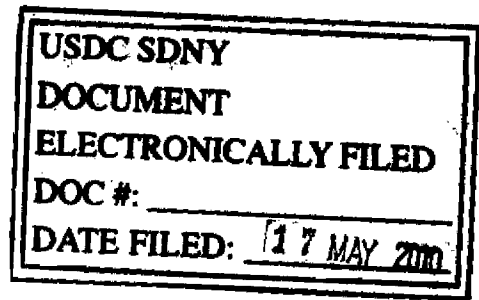


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



In re SUNOPTA INC. SECURITIES :
LITIGATION :

Master File No. 1:08-cv-00933-PAC

CLASS ACTION

This Document Relates To: :
ALL ACTIONS. :

~~PROPOSED~~ ORDER AWARDING LEAD
PLAINTIFFS' COUNSEL'S ATTORNEYS'
FEES AND EXPENSES

PK

This matter having come before the Court on May 17, 2010, on the motion of U.S. Lead Plaintiffs' Counsel for an award of attorneys' fees and expenses incurred in the litigation, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this action to be fair, reasonable, and adequate and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation and Settlement Agreement dated September 23, 2009 (the "Stipulation"), and filed with the Court.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the U.S. Class who have not timely and validly requested exclusion.

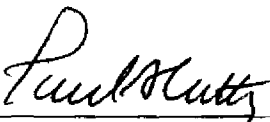
3. The Court hereby awards U.S. Lead Plaintiffs' Counsel attorneys' fees of 25% of 70% (or a total of 17.5%) of the Gross Settlement Fund, plus interest thereon as defined in the Stipulation, plus litigation expenses in the amount of \$106,368.48, together with the interest earned thereon for the same time period and at the same rate as that earned on the Gross Settlement Fund until paid. The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method.

4. The fees and expenses shall be allocated among Plaintiffs' Counsel in a manner which, in U.S. Lead Plaintiffs' Counsel's good-faith judgment, reflects each such counsel's contribution to the institution, prosecution, and resolution of the litigation.

5. The awarded attorneys' fees and expenses and interest earned thereon shall immediately be paid to U.S. Lead Plaintiffs' Counsel subject to the terms, conditions, and obligations of the Stipulation, and in particular ¶19 thereof which terms, conditions and obligations are incorporated herein.

IT IS SO ORDERED.

DATED: May 17, 2010



HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE