

Crocus Investment Fund

June 30, 2009 Quarterly report

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1.0 Background

On June 28, 2005, pursuant to an application made by the Manitoba Securities Commission ("MSC") under Section 27 of *The Securities Act*, the Court of Queen's Bench (the "Court") made an Order appointing Deloitte & Touche Inc. ("Deloitte" or the "Receiver") as Receiver and Manager of the Crocus Investment Fund ("Crocus" or the "Fund"). The Receiving Order appointed Deloitte as Receiver over all of Crocus' current and future assets, undertakings and properties and granted the Receiver powers to carry out its duties as outlined in the Order.

The purpose of this Report is to report on the activities of the Receiver as well as to provide an update on the financial position of the Fund. The Report will cover the Receiver's operations and activities since the March 31, 2009 Quarterly Report.

2.0 Activities of the Receiver

The following summarizes the major activities of the Receiver since March 31, 2009:

- Preparation of the March 31, 2009 and June 30, 2009 Quarterly Reports.
- Preparation of Receiver's Report No. 11 requesting a claims bar process as well as directions regarding the manner of service for a future motion for an interim distribution to shareholders.
- Attendance in Court regarding the Receiver's Report No. 11 and the related motion.
- Monitoring the status of the action commenced by Bernard W. Bellan under *The Class Proceedings Act* (the "Class Action") as well as the status of the Manitoba Securities Commission ("MSC") hearings brought against the former members of the Board of Directors of Crocus and various other parties.
- Meeting and corresponding with various parties interested in acquiring certain of the investee companies.
- Ongoing discussions and meetings with counsel regarding settlement between the Receiver on behalf of Crocus, the Class Action plaintiffs, the directors and officers and the insurer.
- Supervising and directing Crocus staff retained by the Receiver.
- Meeting and corresponding with individual Crocus shareholders.
- Regular monitoring of the investee companies and discussions with various stakeholders of the investees about the possible courses of action respecting Crocus' investment in the investees.
- Ongoing discussions and negotiations with certain of the investee companies about possible exit strategies for Crocus.
- Meetings and discussions regarding debt agreements with certain of the investee companies.
- Corresponding with the Court Appointed Receiver of COH Holdings Inc. ("COH") regarding the settlement agreement.

- Fulfilling the duties of Crocus as General Partner of the Manitoba Science & Technology Fund (“MS&T”).
- Review of Crocus shareholder records and investigation into tax, technology, banking, trust and legal issues in anticipation of a distribution to shareholders.
- Corresponding with pension authorities and plan actuary about wind-up of the Crocus pension fund.
- Review of tax assessments.
- Discussions and correspondence with Crocus’ landlord and sub-tenants regarding ongoing tenancy and sub-tenancy issues.

3.0 Operations

The ongoing activities of Crocus consist of investment monitoring, financial reporting, shareholder services and tax reporting. The Receiver presently employs one (1) staff member and has sub-contracted certain information technology and back office services.

The Receiver continues to occupy approximately one half of the 5th floor of the Crocus premises at 211 Bannatyne Avenue. The balance of the space which Crocus leased has been sublet.

4.0 Financial position

Financial statements for Crocus have been prepared for the third fiscal quarter ended June 30, 2009 and are attached as Appendix 1. The statements are internal and unaudited, and have been prepared in a manner consistent with the financial information that was formerly provided to Crocus shareholders with the exception that the portfolio valuation is carried at the June 28, 2005 value, unless the investment has been realized upon. The June 28, 2005 value was derived from the external valuations which were completed after Crocus ceased trading in December 2004.

4.1 Financial highlights

The following are the financial highlights for the third quarter of the September 30, 2009 fiscal year:

- Net loss for the quarter of approximately \$370,000 and year to date net loss of approximately \$183,000.
- Investments in cash and equivalents (Government Bonds, Guaranteed Investment Certificates and Banker's Acceptances) of approximately \$65.7 million.
- Accounts receivable of approximately \$3.1 million. The majority of the balance consists of accrued interest on marketable securities and portfolio investments. In addition there is a balance due from the sale of one (1) portfolio investment. Pursuant to the sale arrangement with this investee, a portion of the sale price is contingent on the future earnings of the investee.
- Net carrying value of the remaining Crocus portfolio of investees of approximately \$19.6 million.
- Accounts payable of \$0.5 million.

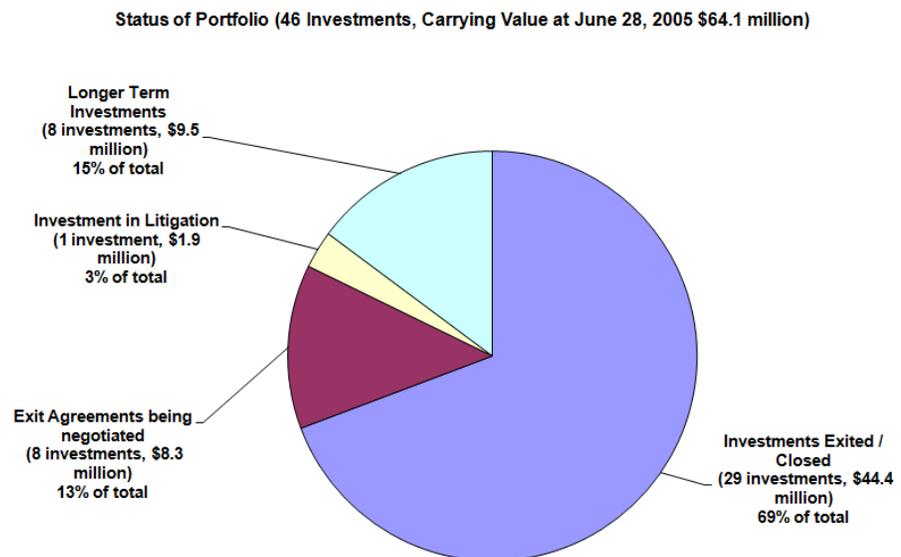
4.2 Liquidity

As is noted above, Crocus has approximately \$65.7 million in cash and equivalents. The Receiver is maintaining a conservative investment policy for these funds which consists of investing in government bonds, GIC's and Banker's Acceptances.

5.0 Portfolio

5.1 Status and valuation

As at June 28, 2005 there were 46 individual investee companies in the Crocus portfolio with a gross carrying value of \$64.1 million. The Receiver has categorized the current status of the portfolio as follows:



As noted in previous reports, one of the overriding issues with the Crocus portfolio is that the majority of agreements entered into between Crocus and the investee companies did not provide for any exit mechanism. Accordingly, the Receiver continues to monitor and discuss exit strategies with many of the remaining investees. The position of the majority of the investees is that they prefer to negotiate an arrangement whereby the investee company and/or the existing non-Crocus shareholder(s) of the investee would buy Crocus' interest from the Receiver.

During the quarter, no investments were sold, however two (2) investment sales are scheduled to close in the next quarter. Cumulatively to June 30, 2009, 29 of the 46 investments within the Crocus portfolio have been realized upon or are considered closed. There are 17 investments remaining.

In summary, since its appointment the Receiver has realized proceeds of approximately \$48.0 million for investments with a June 28, 2005 book value of

approximately \$44.5 million representing a recovery of approximately 108%. Crocus' carrying value for these investments when it ceased trading in December 2004 was approximately \$80.0 million, which would represent a recovery of approximately 60%. In addition, since its appointment the Receiver has also eliminated exposure on approximately \$2.3 million in guarantees that had been reserved.

The Receiver remains of the view that the original estimated timetable of approximately five (5) years to deal with the majority of the Crocus portfolio is reasonable. The Receiver also continues to remain of the view that the cost would outweigh the benefit in revaluing the portfolio on an ongoing basis given that the Fund is not trading and, accordingly, for the present, the valuation of most remaining investees within the portfolio has been frozen at their June 28, 2005 values.

The Receiver has in the past and will continue to update investee valuations prior to entering into negotiations for sale.

5.2 Exit agreements being negotiated

The Receiver continues discussions with a number of the investee companies regarding the possible exit of Crocus' interest. Currently there are eight (8) investees with a carrying value of approximately \$8.3 million where varying levels of discussions are taking place.

5.3 Investment in litigation

On November 29, 2006, the Receiver issued a statement of claim against the Goldeyes for unpaid interest which at the time totalled approximately \$306,000. A statement of defence was received and was reviewed by the Receiver and counsel. The Receiver filed a motion to have this matter dealt with summarily by the Court. Counsel for the Goldeyes requested an examination of the Receiver on its affidavit and brought a motion seeking an Order to compel the Receiver to produce certain documents. The Receiver produced the documents sought and the Goldeyes' motion was not proceeded with. The parties then engaged in a series of cross-examinations on affidavits. A summary judgment motion was heard on May 14, 2008. On December 24, 2008, the Court issued a judgment dismissing the summary judgment motion. In essence, the Court has concluded that the matter was not clear enough to deal with the matter summarily and that a trial was required.

5.4 Longer term investments

Eight (8) investments with a carrying value of \$9.5 million are currently considered longer term investments. In the opinion of the Receiver, exit transactions with these

investees in the short term are unlikely. The Receiver continues to monitor these investees and, where deemed appropriate, has taken Board positions.

One (1) investee, MS&T, is a limited partnership holding several science and technology investments. Crocus is an investor in the limited partnership and is the sole owner of the General Partner. A number of the investments held by the limited partnership are common to the investments held by Crocus. At a meeting held on February 29, 2008, the limited partners gave the General Partner a mandate to wind down the partnership. Deloitte has proceeded with this mandate and reports to the limited partners on a quarterly basis.

6.0 Contingent liabilities

Previous Quarterly Reports outlined a number of contingent liabilities of the Fund. The following is an update on developments regarding known contingent liabilities. The Receiver, however, cannot provide any assurance that all contingent liabilities of the Fund have been identified.

6.1 Indemnifications

Prior to the appointment of the Receiver, there had been an investigation of Crocus by the Office of the Auditor General ("OAG") as well as an investigation into the conduct of Crocus and its directors and officers by the MSC. In total, 17 former directors and officers were named in the investigations and proceedings. The By-laws of Crocus, as well as certain provisions contained in certain severance agreements, make provision for indemnification of directors and officers. In addition, Crocus had contractually indemnified its former lead brokers, which are also named as defendants in the Class Action.

In January 2006, Madam Justice McCawley ordered that Crocus, through the Receiver, is responsible for paying the ongoing legal costs of the various directors and officers named in the Class Action as well as those parties named in the regulatory proceedings brought by the MSC. The decision was upheld by the Court of Appeal.

As is set out below, it appears that the Class action has now been fully resolved, subject to the payment of settlement funds. Assuming it to be concluded over the ensuing number of weeks, the exposure of Crocus to additional indemnity claims from former officers and directors has now been limited to \$250,000 and to certain other contingent circumstances.

6.2 Class action proceedings

The Receiver continues to monitor the Class Action suit that has been brought by the Crocus shareholders against Crocus, Crocus Capital Inc. and 21 other defendants. The Class Action suit seeks \$150 million in damages from the defendants for negligence and oppression as well as punitive and exemplary damages. A second class action was subsequently filed against the Government of Manitoba.

In earlier Quarterly Reports, the Receiver advised that January 14, 2008 had been set by the Case Management Judge as the date on which a certification hearing would commence. A certification hearing is a procedure under the *Class Proceedings Act*, during which a Judge decides whether a case should proceed as a class

proceeding. If the Judge decides that it should not proceed as a class action, then shareholders who wish to litigate would be required to bring individual actions. If the class action is certified, the parties would then engage in the civil litigation process, which in the absence of any settlement, would ultimately lead to a trial. The certification hearing was subsequently adjourned to June 23 to 25, 2008, inclusive.

In the meantime, certain parties entered into mediated settlement discussions. As a result of those discussions, several agreements in principle were reached amongst the plaintiffs and all of the defendants involved in both Class Action suits, with the exception of Wellington West Capital Inc. ("Wellington West") which was one of the underwriters.

On May 20, 2008 and May 30, 2008, Mr. Justice Hanssen certified the lawsuits against the Government of Manitoba, the MSC and Nesbitt Burns Inc. (the "Settling Defendants") as class actions for the purposes of settlement and approved the settlement agreements reached with the Settling Defendants. Pursuant to the terms of the settlement agreements, the Settling Defendants have agreed to pay a total of \$2.85 million as settlement, \$2.75 million of which will be paid on behalf of the Government of Manitoba and the MSC and \$100,000 of which will be paid by Nesbitt Burns Inc. In exchange for payment, the claims against the Government of Manitoba, the MSC and Nesbitt Burns Inc. will be dismissed and no admissions of liability will be made. Payment of the settlement funds has now been made to the plaintiff's solicitor.

In April 2008, settlement agreements were signed between the Plaintiffs and the remaining defendants, namely the former officers and directors of Crocus, PricewaterhouseCoopers, Wellington West, and the Receiver. The settlement agreements were put before Mr. Justice K. Hanssen of the Manitoba Court of Queen's Bench on April 22, 2009 and were approved. The Approval Order required that notice of the settlements would be published and specified that affected shareholders were required to signify that they were opting out of the settlement if they opposed same. The opt out date set was June 22, 2009. There were insufficient opt outs registered with the Administrator to set aside the settlement. Accordingly, as of June 30, 2009, the Settlements have been confirmed subject to the payment of monies which should occur over the next six (6) weeks. The gross amount of monies contemplated by the recent settlements is \$9.65 million.

6.3 Trailer fees

Crocus paid referring brokers/agents a commission, a portion of which was payable over the hold period of the investment. As the ultimate amount of repayment to shareholders is unknown, no liability for such trailer fees has been accrued in the financial statements. The Receiver is of the view that no such monies are payable.

6.4 Insurer

Crocus had maintained insurance coverage on behalf of directors and officers (but not on behalf of the lead brokers) to cover claims. The coverage is limited to \$5.0 million with a \$100,000 deductible which has been paid by the Receiver. At present, the insurer has denied coverage for those legal costs related to the MSC and OAG investigations. A statement of claim was filed by the Receiver against the insurer asking the Court to declare that the legal costs associated with the MSC and OAG investigations are covered by the policy of insurance.

Examinations for discovery of a representative of the insurer and of a representative of Crocus were set for November 2007, but were postponed as the proposed Class Action settlement had also contemplated settlement between the insurer and the Receiver. Once the Class Action settlement monies have been paid, this action will be dismissed.

6.5 Guarantees/Other

The Receiver is not aware of any guarantees of indebtedness to lenders of investee companies which remain outstanding.

In addition to the indemnifications outlined in Section 6.1 above, the Receiver is aware of one (1) additional indemnity provided by Crocus relating to an investee company which remains outstanding.

7.0 Share value

The net asset value per share ("share value") as at June 30, 2009 was \$6.18. As noted in previous Reports, the Receiver emphasizes that the share value of \$6.18 is an accounting book value partially based on the June 28, 2005 carrying value of the investment portfolio.

Future events will determine the ultimate realizable value of the portfolio. Those events include determination of amounts that Crocus will have to pay in order to settle known and contingent liabilities. Such matters may have a material effect on the share value which is ultimately available for distribution to Crocus shareholders. The future events identified to date include:

- Possible further increases/reductions in the value of the portfolio as a result of ongoing investee performance.
- The length of time taken to realize on the portfolio.
- Professional costs incurred by the Receiver and its counsel as a result of current and future litigation.
- Any provision for the costs of the difference between the head lease and subleases for the premises maintained by Crocus.
- Any additional guarantees or indemnities granted by Crocus which have not yet been identified.
- All other costs of monitoring the portfolio and realizing on the assets.

The Receiver will continue to provide updates on the share value in future Quarterly Reports.

8.0 Shareholder communication

The Receiver has continued to post Court Orders, Receiver's Reports, Quarterly Reports, Media Statements and shareholder letters as well as information related to the Class Action settlements on its website at www.deloitte.com/ca/crocusfund.

9.0 Distribution

In December 2005, the Receiver issued Receiver's Report No. 6 which requested that the Court authorize an initial distribution to shareholders as well as additional distributions as cash became available. The Court heard the matter and in April 2006 ruled that the Receiver should not make any distribution of funds until such time as the liabilities for which Crocus may be responsible are better determined. The indemnifications to the directors and officers and underwriters as a result of the Class Action form the vast majority of the Fund's contingent liabilities.

Given that the Class Action proceeding has been settled as set out in Section 6.2, the Receiver is of the view that it is appropriate to request authorization to make an interim distribution to shareholders. The Receiver was also of the view that a claims bar process for creditors was also appropriate prior to distribution. On May 2, 2009 the Receiver proposed a claims bar approach to the Court but that approach was declined. The Receiver is in the process of following up on this matter with Madam Justice McCawley. The current process contemplated is that there would be an initial advertisement requesting that creditors, if any, unknown to the Receiver file claims. Subsequently an application would be made to the Court for an interim distribution to shareholders. It is anticipated that the earliest that a distribution would occur is the fall of 2009.

10.0 General

A Statement of Receipts and Disbursements from June 28, 2005 to June 30, 2009 is attached as Appendix 2.

The Receiver will continue to keep the Court apprised of ongoing developments with the next Quarterly Report to be filed in mid-October 2009.

Respectfully submitted this 15th day of July, 2009.

DELOITTE & TOUCHE INC., in its capacity as Receiver and Manager of Crocus Investment Fund and not in its personal capacity.



Per: A. R. Holmes
Senior Vice-President

Appendix 1 – Crocus financial statements as at June 30, 2009

Crocus Investment Fund

Consolidated Statement of Net Assets

As at June 30, 2009 (unaudited)

ASSETS

Cash and equivalents
Investments in Manitoba businesses

Accounts receivable
Capital assets

June 30, 2009

65,682,416
\$ 19,611,895
85,294,310
3,084,385
395,392
88,774,088

LIABILITIES

Accounts payable and accrued liabilities

458,689

NET ASSETS

\$ 88,315,399

SHAREHOLDERS' EQUITY

Share capital
Deferred selling costs adjustment
Deficit

\$ 188,014,669
(9,134,637)
(90,564,632)
\$ 88,315,399

**NET ASSET VALUE PER CLASS "A" COMMON SHARE and
SERIES TWO CLASS "I" SPECIAL SHARE**

\$ 6.18

Crocus Investment Fund

Consolidated Statement of Operations

For the period ended June 30, 2009 (unaudited)

	Quarter Ending	Year to Date
	June 30, 2009	June 30, 2009
REVENUE		
Interest and Dividend Revenue	\$ 153,867	\$ 904,401
Management Fees & Other Recoveries	101,462	410,384
	<u>255,329</u>	<u>1,314,784</u>
EXPENSES		
Amortization of Capital Assets	26,499	79,496
Occupancy	92,113	276,340
Administrative, Office and Investment	39,390	165,643
Legal - Receivership	66,674	168,867
Receiver and Manager	378,361	782,201
Salaries and Benefits	35,606	113,451
	<u>638,643</u>	<u>1,585,996</u>
OPERATING INCOME BEFORE NON-RECURRING ITEMS	<u>(383,314)</u>	<u>(271,212)</u>
Amount realized in excess of June 28, 2005 carrying value	13,540	88,599
INCOME FOR THE PERIOD	<u>\$ (369,775)</u>	<u>\$ (182,613)</u>

Crocus Investment Fund

Consolidated Statement of Deficit

For the period ended June 30, 2009 (unaudited)

DEFICIT-Beginning of period, September 30, 2008

Income for the period

DEFICIT-END OF PERIOD

June 30, 2009

\$ (90,382,020)

(182,613)

\$ (90,564,632)

Consolidated Statement of Changes in Net Assets

For the period ended June 30, 2009 (unaudited)

NET ASSETS - September 30, 2008

Operating activities

Income for the period

NET ASSETS - END OF PERIOD

June 30, 2009

\$ 88,498,011

(182,613)

\$ 88,315,399

Crocus Investment Fund

Consolidated Statement of Investment Portfolio

As at June 30, 2009 (unaudited)

Investments In Manitoba Businesses

Debt Cost

Equity Cost

Investments

\$ 4,775,656 \$ 22,431,186

INVESTMENTS IN MANITOBA BUSINESSES AT COST

27,206,842

NET UNREALIZED DEPRECIATION OF

INVESTMENTS IN MANITOBA BUSINESSES

(7,594,947)

NET INVESTMENTS IN MANITOBA BUSINESSES

\$ 19,611,895

Crocus Investment Fund

Consolidated Statement of Investment Portfolio

As at June 30, 2009 (unaudited)

BONDS AND DEBENTURES

Province of Manitoba
City of Winnipeg

	Par Value	Amortized Cost
\$	-	\$ -
	300,000	299,558
	<u>300,000</u>	<u>299,558</u>

SHORT TERM INVESTMENTS

Assiniboine Credit Union
BMO Mortgage Corporation
Canadian Western Bank
HSBC
Scotia Bank
TD Waterhouse

	50,000	50,000
	5,437,982	5,437,982
	8,812,274	8,812,274
	5,555,081	5,555,081
	27,627,356	27,627,356
	<u>17,567,518</u>	<u>17,567,518</u>
	<u>65,050,212</u>	<u>65,050,212</u>
	<u>65,350,212</u>	<u>65,349,770</u>

NET UNREALIZED APPRECIATION OF INVESTMENTS

332,646

CASH & EQUIVALENTS

\$ 65,682,416

Crocus Investment Fund

Notes to the Consolidated Financial Statements

For the period ended June 30, 2009 (unaudited)

Net Asset Value of Class "A" Common Shares and Series Two Class "I" Special Shares

The net asset value of the Fund's issued Class "A" Common Shares and Series Two Class "I" Special Shares is calculated as follows:

	June 30, 2009
Net assets - end of year	\$ 88,315,399
Less: Attributed to Class "L" Special Shares	<u>(200)</u>
Balance attributed to the Class "A" Common and Series Two Class "I" Special Shares	<u>\$ 88,315,199</u>
Number of issued Class "A" Common Shares	14,220,000
Number of issued Series Two Class "I" Special Shares	<u>69,126</u>
	14,289,126
NET ASSET VALUE PER CLASS "A" COMMON SHARE and SERIES TWO CLASS "I" SPECIAL SHARE	<u>\$ 6.18</u>

Crocus Investment Fund**Consolidated Statement of Investment Portfolio****Investments in Manitoba Businesses**

		Debt Cost	Equity Cost
Investments		\$	\$
Biovar Life Support Inc.	Class "B" common shares	-	500,000
	Promissory note	350,000	-
Canad Corporation of Canada Inc.	Common shares	-	5,000,000
	Promissory note	46,939	-
Cando Contracting Ltd.	Class "A" common shares	-	680,878
Crocus Hockey Holdings Inc.	Common shares	-	5,067,524
Diamedica Inc.	Common shares	-	391,505
D.L.J.S. Enterprises Ltd.	Promissory note	112,180	-
Enterprise Swine Systems Ltd	Debenture	600,000	-
Enterprise Swine Systems II Ltd	Debenture	267,086	-
ESS Holding Company	Common shares	-	600,000
	Guarantee	557,512	-
Genesys Venture Inc.	Voting common shares	-	125,000
	Promissory note	100,000	-
Manitoba Science & Technology Fund	Class "A" limited partnership units	-	2,072,567
Muddy Waters Smokehouse	Promissory note	100,573	-
Novra Technologies Inc.	Common shares and warrants	-	1,249,999
	Debenture	777,197	-
Online Enterprises Inc.	Class "A" common shares	-	5,500,003
ST Partnership	Limited partnership units	-	666,860
Winnipeg Goldeyes Baseball Club Inc.	Common shares	-	576,851
	Debenture	434,149	-
W.O.W. Hospitality Concepts Inc.	Debenture	1,430,020	-
Other	Each individually less than \$100,000	-	-
Total Operating		4,775,656	22,431,186
INVESTMENTS IN MANITOBA BUSINESSES AT COST			27,206,842
NET UNREALIZED DEPRECIATION OF INVESTMENTS IN MANITOBA BUSINESSES			(7,594,947)
NET INVESTMENTS IN MANITOBA BUSINESSES			19,611,895

Appendix 2 – Statement of receipts and disbursements to June 30, 2009

**Deloitte & Touche Inc., Receiver and Manager of
CROCUS INVESTMENT FUND
Statement of Receipts and Disbursements
For the Period June 28, 2005 to June 30, 2009**

Receipts

Cash and Short Term Investments on Hand	\$ 23,363,056
Contract Back Office Services	518,463
Dividends-Portfolio	657,483
Income Tax Refund	131,991
Insurance Claim and Premium Refund	20,662
Interest-Portfolio	1,587,329
Interest-Short Term Investments	6,634,888
Investment Principal Repayments	1,024,413
Management Fees	930,613
Proceeds on Disposal of Investments	45,470,706
Rent/Sub-Lease	1,023,051
Sundry	241,142
Pre-Receivership Accounts Receivable	566,705

Total Receipts

82,170,502

Disbursements

Advances to Investees	\$ 265,132
Capital Tax	200,257
Computer, Telephone and Office Expense	571,449
Consulting Fees	402,354
Insurance - Indemnification	114,178
Investee Guarantee and Indemnification	1,344,677
Investment Expenses	194,625
Legal Fees	1,743,182
Legal Fees - Indemnification	535,523
Payroll & Benefits	1,689,474
Receiver and Manager Fees	4,371,263
Records Review	1,288,814
Rent	1,643,661
Settlements	620,000
Shareholder Services	589,038
Pre-Receivership Payables and Accruals	914,385

Total Disbursements

16,488,011

Excess of Receipts over Disbursements

\$ 65,682,491

Represented by:

Short Term Investments and Bonds	<u>\$ 65,682,491</u>
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