

**THE QUEEN'S BENCH
Winnipeg Centre**

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

Applicant,

– and –

CROCUS INVESTMENT FUND,

Respondent.

Application under Section 27 of the Securities Act, CCSM c. S50 and Queen's Bench Rule 14.05(2)(b)

ORDER

(Regarding Receiver's Reports No. 11 & 11A)

HEARING DATE: 2:00 p.m. on Monday , the 11th day of May, 2009

HILL DEWAR VINCENT
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File No. 09090RAD

**FILED
QUEEN'S BENCH
JUL 22 2009
LAW COURTS
WINNIPEG**

**THE QUEEN'S BENCH
Winnipeg Centre**

THE HONOURABLE)
MADAM JUSTICE McCRAWLEY) *Wednesday* day, the *22nd* day of *July*, 2009

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

Applicant,

– and –

CROCUS INVESTMENT FUND,

Respondent.

Application under Section 27 of the Securities Act, CCSM c. S50 and Queen's Bench Rule 14.05(2)(b)

ORDER

A MOTION, having been made by Deloitte & Touche Inc. as Receiver and Manager of the Respondent herein (hereinafter "the Receiver"), for an Order setting forth a claims process for creditors of Crocus Investment Fund, or for such other Orders as may be just in the circumstances, came on for hearing on the 11th day of May, 2009 at the Law Courts, 408 York Avenue, in the City of Winnipeg.

ON READING the Receiver's Notice of Motion and Receiver's Report No. 11, and on hearing counsel for the Receiver on May 11, 2009, the Court declined to make the order in the form proposed by the Receiver at that time;

UPON READING the Receiver's Supplemental Report #11-A and upon hearing further submission from counsel for the Receiver ,

Claims Process Order

Definitions

1. *THIS COURT ORDERS* that the following terms shall have the following meanings ascribed thereto:

- a) "*Appointment Order*" means the Order of Justice Scurfield in these proceedings dated June 28, 2005;
- b) "*Claimant*" means any Person who has a Claim (as hereafter defined) or a successor in interest to such Claims, or a trustee, receiver, interim receiver, receiver and manager, liquidator or other person acting on behalf of such persons, but does not include shareholders;
- c) "*Claim*" means an amount of any kind or nature, whether unliquidated, contingent, or otherwise, owing by Crocus Investment Fund ("Crocus"), which claim arises from the operation of Crocus both before and after the appointment of Deloitte & Touche Inc. as Receiver and Manager of Crocus Investment Fund, but does not include claims by shareholders nor creditors who have received a notice from the Receiver exempting them from responding to the Notice contemplated by paragraph 7 hereof;
- d) "*Claims Receipt Date*" means 5:00 p.m. (Winnipeg Time) on such day as is designated by the Receiver which is at least 30 calendar days after the publication of the Notice set forth in paragraph 5 hereof;
- e) "*Court*" means the Court of Queen's Bench for the Province of Manitoba;
- f) "*Dispute Notice*" means a written notice in the form annexed as Schedule "E";
- g) "*Instruction Letter*" means an instruction letter substantially in the form annexed as Schedule "B";
- h) "*Claim Form*" means the form substantially in the form annexed as Schedules "C" and "D";

- i) "*Notice of Disallowance of Proofs of Claim*" means the form annexed as Schedule "D";
- j) "*Proven Claims*" means Claims that have been valued by the Receiver or, if such Claims have been disputed in accordance with the procedures prescribed by this Order, such different valuation, if any.

Notice of Claims

2. *THIS COURT ORDERS* that the Receiver shall send by ordinary mail, courier or facsimile the Claim Form and the Instruction Letter to the last known address of any potential Claimants of whom the Receiver has notice or knowledge of as of the date of this Order.

3. *THIS COURT ORDERS* that the Receiver shall provide the Claim Form to each additional person who advises the Receiver in writing of his, her or its intention to make a Claim.

4. *THIS COURT ORDERS* that the within Order shall be posted on the website being maintained by the Receiver in these proceedings.

5. *THIS COURT ORDERS* that an advertisement shall be placed in one edition of *The Winnipeg Free Press* as soon as practicable in the form annexed as Schedule "A".

Claims Approval Process

6. *THIS COURT ORDERS* that the Receiver shall require that, for a Claim to be considered as a Proven Claim, the Claimant must file with the Receiver a properly completed Claim Form by the Claims Receipt Date in accordance with the procedure set out in this Order. The said Claim Form must identify particulars of the Claim which is made.

7. *THIS COURT ORDERS* that the Receiver is hereby authorized and directed to use reasonable discretion as to the adequacy of the manner in which a Claim Form is completed and executed and may, where it is satisfied a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion and execution of such a form.

8. *THIS COURT ORDERS* that the Receiver shall value the Claims based on the Claim Form submitted by a Claimant and such Claims shall then be deemed to be Proven Claims to the limit of such valuation unless such valuation is changed in accordance with the process for resolving disputes described in paragraphs 12, 13, 14 and 15 of this Order.

9. *THIS COURT ORDERS* that the Receiver may disallow, in whole or in part, any Claim and such claims so disallowed shall then be deemed to be Proven Claims to the limit of their valuation unless such valuation is changed as a result of the dispute resolution process set out in paragraphs 12, 13, 14 and 15 of this Order.

10. *THIS COURT ORDERS* that where the Receiver determines the value of a Claim and disallows it in whole or in part, it shall provide to such Claimant by ordinary mail, courier, telecopier or email to the address set out in the Claim Form, a Notice of Revision or Disallowance of Proofs of Claim setting out the reasons for its determination or disallowance and a Dispute Notice for use by the Claimant if the Claimant objects to the Notice of Disallowance.

11. *THIS COURT ORDERS* that the Receiver's determination or disallowance of a Claim is final, binding and conclusive unless, within 30 calendar days after the service of the Notice of Revision or Disallowance of Proofs of Claim in respect of a Claim or such further time as the Court on motion may allow, the Claimant provides notice in writing of its intention to dispute the Receiver's valuation by delivering a Dispute Notice and supporting documentation by personal service, facsimile or courier to the Receiver's address set out in this Order.

12. *THIS COURT ORDERS* that upon receipt of the Dispute Notice within the time period stipulated herein, the Receiver shall review the reasons for the dispute, reconsider on a summary basis the status, validity or value of the Claim and notify the Claimant in writing of its decision regarding the dispute in due course by sending its decision to the last known address of the Claimant by telecopier, ordinary mail or facsimile transmission.

13. *THIS COURT ORDERS* that the determination or decision of the Receiver in respect of the valuation of a claim as set out in paragraph 14 above, is final, binding and conclusive on the Claimant in respect of its Claim unless such Claimant (on notice to the Receiver) appeals the Receiver's decision by filing a Notice of Appeal in the form attached as Schedule "F" hereto in the Court of Queen's Bench in Manitoba and serving one copy of same on the Receiver within 20 calendar days of being notified of such decision by the Receiver.

General Terms

14. *THIS COURT ORDERS* that, notwithstanding any term of this Order, the solicitation by the Receiver of any Claims against Crocus and the filing by any Claimant of any Claim Form shall not, for that reason only, grant any Claimant or

other person any right to any payments to be made by the Receiver.

15. *THIS COURT ORDERS* that all notices and Claims sent by a Claimant or other person to the Receiver shall be hand delivered or sent by facsimile or registered mail at:

Deloitte & Touche Inc., as Receiver and Manager
of Crocus Investment Fund
2300 – 360 Main Street
Winnipeg, Manitoba R3C 3Z3

Phone: (204) 942-0051
Fax: (204) 947-2689
Attention: Mr. A. R. Holmes

DATED: *22 July 2009*

NSJ. McEwen

JUDGE / REGISTRAR

SCHEDULE "A"**NOTICE TO CREDITORS****Claims as against Crocus Investment Fund****Notice of last Day (Claims Receipt Date)
for the Filing of Proofs of Claim**

THE FOLLOWING NOTICE IS NOT INTENDED FOR SHAREHOLDERS OF THE CROCUS INVESTMENT FUND AND THEY DO NOT NEED TO RESPOND TO THIS NOTICE. IT IS INTENDED ONLY FOR CREDITORS WITH CLAIMS THAT ARISE FROM, OR IN CONNECTION, WITH THE OPERATION OF CROCUS INVESTMENT FUND.

PLEASE TAKE NOTICE that the Receiver of Crocus Investment Fund is preparing to make application to the Court of Queen's Bench for the Province of Manitoba for an order granting it authority to make an interim distribution of the proceeds of the receivership to the shareholders of Crocus Investment Fund. Before making the application, the Receiver has been authorized to ascertain if there are any parties other than shareholders who have any claim against Crocus Investment Fund in priority to the rights of shareholders. Therefore, the Receiver has been authorized by an Order of the Court of Queen's Bench for the Province of Manitoba made (insert date of Order) , 2009 (the "Claims Process Order"), to advise that any person, **not including shareholders of Crocus Investment Fund ("Crocus")**, with a claim of any kind relating to or

arising from the operation of Crocus against Crocus both before and after the appointment of Deloitte & Touche Inc. as Receiver/Manager of Crocus "hereinafter "the Receiver" must file a Proof of Claim in the prescribed form with the Receiver by no later than 5:00 p.m. (Winnipeg Time) on insert claims receipt date, 2009.

PLEASE TAKE NOTICE that pursuant to the Claims Process Order, any person with a claim (a "Claimant") against or relating to Crocus must file with the Receiver a Proof of Claim together with supporting documentation on or before 5:00 p.m. (Winnipeg Time) on (insert claims receipt date), 2009, the Receiver shall be at liberty to apply to the Court for authority to make an interim distribution to the shareholders of Crocus without regard to claims that have not been filed in accordance with this Notice.

PLEASE TAKE NOTICE that any Claimants who wish to receive a Proof of Claim form should contact the Receiver by no later than 5:00 p.m. (Winnipeg Time) on Suggest 3 days before Claims Receipt Date, to request same.

PLEASE TAKE NOTICE that claimants should file their Proofs of Claim with the Receiver by registered mail, fax or hand delivery, so that the Proof of Claim is actually received by 5:00 p.m. (Winnipeg Time) on or before insert Claim receipt date (ie 30 days after publication) at the following address:

Deloitte & Touche Inc., as Receiver and Manager
of Crocus Investment Fund
2300 – 360 Main Street
Winnipeg, MB R3C 3Z3

Phone: (204) 942-0051
Facsimile: (204) 947-2689
Attention: Mr. A.R. Holmes

This Notice is made pursuant to the Claims Process Order pronounced by
Madam Justice McCawley on insert date of order, 2009, a copy of which
may be found at www.deloitte.com/ca/crocusfund.

SCHEDULE "B"

INSTRUCTION LETTER FOR THE CLAIMS PROCESS**CROCUS INVESTMENT FUND ("CROCUS")**

A. CLAIMS PROCEDURE

By Order of the Manitoba Court of Queen's Bench pronounced **insert date**
of order , 2009 (the "Claims Process Order"), the Receiver has been authorized to conduct a claims procedure (the "Claims Procedure"). The Claims Process Order governs the Claims Procedure, notwithstanding any of the instructions contained herein. All capitalized terms not defined herein shall have the meaning ascribed thereto in the Claims Process Order.

This letter provides instructions for completing the Proof of Claim.

The Claims Procedure is intended for any person with a Claim of any kind or nature whatsoever, against Crocus arising before or after the appointment of Deloitte & Touche Inc. as Receiver/Manager of Crocus but excluding claims by shareholders and persons who have been exempted in writing by the Receiver.

If you have any questions regarding the Claims Procedure, please contact the Receiver and Manager of Crocus Investment Fund (the "Receiver") at the address provided below.

All notices and enquiries with respect to the Claims Procedure should be addressed to:

Deloitte & Touche Inc., as Receiver and Manager
of Crocus Investment Fund
2300 – 360 Main Street
Winnipeg, Manitoba R3C 3Z3

Telephone: (204) 942-0051
Fax: (204) 947-2689

B. GENERAL INSTRUCTIONS FOR CREDITORS SUBMITTING A PROOF OF CLAIM

For Creditors submitting a Proof of Claim:

The Proof of Claim must be received by the Receiver by 5:00 p.m. (Winnipeg time) on _____ insert claims receipt date _____ (the "Claims Receipt Date"), unless the Receiver agrees in writing or the Court orders that the Proof of Claim be accepted after that date. Failure to file your Proof of Claim and any required documentation as directed in relation to your Claim by the Claims Receipt Date will mean the Receiver shall be at liberty to apply to Court for authority to make an interim distribution to shareholders without regard to your claim that has not been duly filed.

Additional Proof of Claim forms can be obtained from the Receiver's website at www.deloitte.com/ca/crocusfund or by contacting the Receiver at the telephone and fax numbers indicated above and providing particulars as to your name, address and facsimile number. Once the Receiver has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

C. INSTRUCTIONS FOR COMPLETING THE PROOF OF CLAIM

i. Particulars of Creditor

- Creditor must state full and complete legal name of company or firm.
- Creditor must include contact details including, phone number, fax number and e-mail address (as applicable) as well as the name of the contact person, including his or her position with the company.
- Indicate whether the Claim was sold or assigned by ticking the appropriate box.

ii. Particulars of Assignee (if any)

- Instructions are the same as above if applicable.

iii. Proof of Claim

- Creditor must state full and complete legal name of company or firm.
- If the individual completing the Proof of Claim is not the Creditor himself, he must state his position or title.
- Insert value of Claim in Canadian dollars.

iv. Nature of the Claim

- Indicate whether the Claim is unsecured or secured.
- If your Claim is secured provide full particulars of the security and supporting documentation.

v. Particulars of Claim

- Claim must include supporting documentation.

vi. Receipt of the Proof of Claim

- The Proof of Claim must be received by the Receiver by the Claims Receipt Date. **Failure to file your Proof of Claim and any required**

documentation as directed in relation to your Claim by the Claims Receipt Date will mean the Receiver shall be at liberty to make an application to Court for authority to make an interim distribution to shareholders without regard to your claim that has not been duly filed.

SCHEDULE "C"

PROOF OF CLAIM

CROCUS INVESTMENT FUND (hereinafter "Crocus")

PLEASE READ CAREFULLY THE CLAIMS PROCEDURE ORDER AND ENCLOSED INSTRUCTION LETTER FOR COMPLETING THIS PROOF OF CLAIM.

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor:

(the "Creditor"). *(Full legal name should be the name of the original Creditor of Crocus, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred prior to or following June 28, 2005).*

2. Full Mailing Address of the Creditor (the original Creditor not the Assignee):

3. Other contact information of the Creditor:

Telephone Number: _____

Facsimile Number: _____

E-mail Address: _____

Attention (Contact Person): _____

4. Has the Claim been sold or assigned by the Creditor to another party?

Yes:

No:

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

1. Full Legal Name of Assignee(s):

(If Claim has been assigned, insert full name of assignee(s) of Claim. If there is more than one assignee, please attach a separate sheet with the required information.)

2. Full Mailing Address of Assignee(s):

3. Other contact information of the Assignee:

Telephone Number of Assignee(s): _____

Facsimile Number of Assignee(s): _____

E-mail Address of Assignee(s): _____

Attention (Contact Person): _____

C. PROOF OF CLAIM:

I, _____
 [Name of Creditor or representative of the Creditor], of

_____ do hereby certify:
 (city and province)

(a) that I [check one]

 am the Creditor of Crocus; OR am _____

(state position or title) of

(name of creditor)

- (b) that I have knowledge of all the circumstances connected with the Claim referred to below.

D. NATURE OF CLAIM

(check and complete appropriate category)

- A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any assets of the debtor as security.

- B. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____
 _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

E. PARTICULARS OF CLAIM:

Other than as already set out herein the particulars of the undersigned's total Claim are attached.

(Provide all particulars of the Claim, detailed calculation and supporting documentation (including copies of any invoices, contracts or purchase orders directly relating to the Claim), including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by Crocus to the Creditor and estimated value of such security)

F. FILING OF CLAIM

This Proof of Claim must be received by the Receiver and Manager by no later than 5:00 p.m. (Winnipeg Time) insert claims receipt date, 2009, by delivery, registered mail or facsimile at the following address:

Mailing Address

Deloitte & Touche Inc., Receiver and Manager
of Crocus Investment Fund
2300 – 360 Main Street
Winnipeg, Manitoba R3C 3Z3

Telephone: (204) 942-0051
Fax: (204) 947-2689

Failure to file your Proof of Claim as directed by 5:00 p.m., (Winnipeg Time) on (insert claims receipt date) will mean that the Receiver shall be at liberty to make an application to court for authority to make an interim distribution to shareholders without regard to your claim that has not been duly filed.

Dated at _____ this _____ day of _____, 2009.

Witness Per: _____

Print name of Creditor:

If Creditor is other than an individual,
print name and title of authorized
signatory

Name: _____

Title: _____

SCHEDULE "D"

NOTICE OF REVISION OR DISALLOWANCE

CROCUS INVESTMENT FUND (hereinafter "Crocus")

(the "Applicant")

Claim Reference Number: # _____

TO: _____
(Name of Creditor)

Defined terms not defined in this Notice of Revision or Disallowance have the meaning ascribed in the Order of the Manitoba Court of Queen's Bench dated (insert date of order), 2009 (the "Claims Process Order"). **All dollar values contained herein are in Canadian dollars unless otherwise noted.**

Pursuant to paragraphs 12 and 13 of the Claims Process Order, the Receiver hereby gives you notice that it has reviewed your Proof of Claim in conjunction with Deloitte & Touche Inc., in its capacity as Court-appointed Receiver of the Applicants (the "Receiver"), and has disputed your Claim. Subject to further objection by you in accordance with the Claims Process Order, your Claim will be allowed as follows:

Proof of Claim
Amount

Unsecured Claim

\$ _____

Secured Claim

\$ _____

REASONS(S) FOR THE DISPUTE: _____

SERVICE OF DISPUTE NOTICE

If you intend to object to this Notice of Revision or Disallowance, you must **by no later than _____ insert date at least 30 days after service of Notice of Revision or Disallowance _____, 2009** notify the Receiver of your objection in writing by completing a Dispute Notice (in the form enclosed), either by registered mail, courier service or facsimile to the following address:

Deloitte & Touche Inc., Receiver and Manager
of Crocus Investment Fund
2300 - 360 Main Street
Winnipeg, Manitoba R3C 3Z3

Phone: (204) 942-0051
Facsimile: (204) 947-2689
Attention: Mr. A.R. Holmes

IF YOU FAIL TO FILE YOUR DISPUTE NOTICE BY 5:00 P.M. (WINNIPEG TIME) ON _____ (insert date at least 30 days after service of Notice of Revision or Disallowance) _____, 2009, THE VALUE OF YOUR CLAIM WILL BE DEEMED TO BE ACCEPTED AS FINAL AND BINDING AS SET OUT IN THIS NOTICE OF REVISION AND DISALLOWANCE.

DATED this _____ day of _____, 2009.

SCHEDULE "E"

DISPUTE NOTICE

CROCUS INVESTMENT FUND (hereinafter "Crocus")

(collectively the "Applicant")

Claim Reference Number: _____

1. Particulars of Creditor:

Full Legal Name of Creditor (include trade name, if different):

(the "Creditor")

Full Mailing Address of the Creditor:

Other Contact Information of the Creditor:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

2. Particulars of original Creditor from whom you acquired the Claim, if applicable:

Have you acquired this Claim by assignment? If yes, if not already provided, attach documents evidencing assignment.

Yes:

No:

Full Legal Name of Original Creditor(s): _____

3. Dispute Notice:

The Creditor hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows.

	Amount allowed by the Applicants for:		Amount claimed by Creditor:
Unsecured Claim	\$	Unsecured Claim	\$
Secured Claim	\$ _____		\$ _____

REASON(S) FOR THE DISPUTE:

(You must include a list of reasons as to why you are disputing your Claim as set out in the Notice of Revision or Disallowance you received)

SERVICE OF DISPUTE NOTICE

If you intend to dispute the Notice of Revision or Disallowance, you must file this Dispute Notice so as to be received by the Receiver **on or before 5:00 p.m. (Winnipeg Time) on _____ insert date at least 20 days after notification of dispute notice _____, 2009** at the address below by registered mail, courier service or facsimile.

Deloitte & Touche Inc., Receiver and Manager
of Crocus Investment Fund
2300 - 360 Main Street

Winnipeg, Manitoba R3C 3Z3

Phone: (204) 942-0051
Facsimile: (204) 947-2689
Attention: Mr. A.R. Holmes

DATED this _____ day of _____, 2009.

Name of Creditor: _____

Witness

Per: _____

Name: _____

Title: _____

(please print)

SCHEDULE "F"

File No. CI 05-01-43350

**THE QUEEN'S BENCH
Winnipeg Centre**

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

Applicant,

– and –

CROCUS INVESTMENT FUND,

Respondent.

NOTICE OF APPEAL

**THE QUEEN'S BENCH
Winnipeg Centre**

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

Applicant,

– and –

CROCUS INVESTMENT FUND,

Respondent.

NOTICE OF APPEAL

TAKE NOTICE that _____ [*name of Claimant*] appeals the decision made by Deloitte & Touche Inc., Court-appointed Receiver and Manager of Crocus Investment Fund regarding Claim Reference Number _____ [*add in Claim Reference Number*] to the Receivership Judge in the Court of Queen's Bench.

Date:

(Signature of Claimant)

Claimant's address and telephone
number:

