



**Form 27**  
[Rule 6.3 and 10.52(1)]

Clerk's stamp:

COURT FILE NUMBER	1001-11456
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ALBERTA TREASURY BRANCHES
DEFENDANTS	CHOCOLATERIE BERNARD CALLEBAUT PARTNERSHIP, by its Managing Partner, CHOCOLATERIE BERNARD CALLEBAUT LTD., 1013988 ALBERTA LTD., CHOCOLATERIE BERNARD CALLEBAUT LTD., 1054796 ALBERTA LTD., BERNARD CALLEBAUT and FRANCESCA CALLEBAUT

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 <sup>nd</sup> Street S.W. Calgary, AB T2P 4J8 Attention: Kelly Bourassa Telephone/Facsimile: 403-260-9697/403-260-9700 Email: kelly.bourassa@blakes.com File: 38358/10013
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**NOTICE TO RESPONDENTS**

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date	<u>February 6, 2012</u>
Time	<u>9:00 a.m.</u>
Where	<u>Calgary Courts Centre</u>
Before Whom	<u>The Honourable Madam Justice B. Romaine</u>

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:**

1. The Applicant, Deloitte & Touche Inc. (“**Deloitte**”), in its capacity as receiver and manager (the “**Receiver**”) of Chocolaterie Bernard Callebaut Partnership, Chocolaterie Bernard Callebaut Ltd., 1013988 Alberta Ltd., and 1054796 Alberta Ltd. (collectively, the “**Debtors**”) seeks an Order, substantially in the form attached hereto as Schedule “A”:
  - (a) abridging the time for, and validating service of, this Application and the materials filed in support of this Application, if necessary, and dispensing with service on any party not served;
  - (b) approving the actions, conduct and activities of the Receiver as outlined in the Receiver’s Report and all the previous reports filed by Deloitte in these receivership proceedings;
  - (c) approving Deloitte’s Statement of Receipts and Disbursements for the period from August 3, 2010 to January 25, 2012 as set out in Appendix 1 to the Receiver’s Fourth Report (the “**Receiver’s Report**”) dated January 27, 2012;
  - (d) approving Deloitte’s accounts and the accounts of its independent legal counsel, inclusive of all accrual for the fees and disbursements of Deloitte and those of its legal counsel in connection with the completion of these proceedings, including costs of this Application;
  - (e) declaring that Deloitte has duly and properly discharged its duties, responsibilities and obligations as Receiver;
  - (f) discharging and releasing Deloitte from any and all further obligations as Receiver and any and all liability in respect of any act done by Deloitte in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order (as defined below), or otherwise; and

- (g) such further and other relief and directions as counsel may request and this Honourable Court may deem appropriate.

**Grounds for making this application:**

2. The grounds upon which the Applicant relies in making the within Application are as follows:

- (a) Deloitte was appointed as Receiver pursuant to an Order of the Honourable Madam Justice E.A. Hughes dated August 3, 2010 (the “**Receivership Order**”);
- (b) Deloitte has performed its mandate as Receiver under the Receivership Order and it is now appropriate that Deloitte be discharged as Receiver of the Debtors;
- (c) the Receiver was authorized to transfer all funds held by or collectible by the Receiver, net of costs required to complete the administration of the within receivership proceedings, into the bankrupt estate of the Chocolaterie Bernard Callebaut Partnership pursuant to an Order granted by the Honourable Madam Justice B.E.C. Romaine on March 23, 2011;
- (d) the reasons described in the Receiver’s Report; and
- (e) such further and other relief as counsel may request and this Honourable Court may deem just.

**Material or evidence to be relied on:**

3. The Applicant intends to rely upon the following materials:

- (a) the Receiver’s Report and all previous reports filed by Deloitte in these receivership proceedings; and
- (b) such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

4. The Receiver will rely upon and refer to the Alberta *Rules of Court* during the making of the Application.

**Applicable Acts and regulations:**

5. The Receiver will rely upon and refer to the provisions of the *Bankruptcy & Insolvency Act*, R.S.C. 1985, c. B-3, as amended.

**Any irregularity complained of or objection relied on:**

6. None.

**How application is proposed to be heard or considered:**

7. Oral submission by counsel at an application in chambers.

**AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.**

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**Schedule "A"**

Clerk's stamp:

COURT FILE NUMBER 1001-11456  
COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
PLAINTIFF ALBERTA TREASURY BRANCHES  
DEFENDANTS CHOCOLATERIE BERNARD CALLEBAUT  
PARTNERSHIP, by its Managing Partner,  
CHOCOLATERIE BERNARD CALLEBAUT LTD.,  
1013988 ALBERTA LTD., CHOCOLATERIE  
BERNARD CALLEBAUT LTD., 1054796 ALBERTA  
LTD., BERNARD CALLEBAUT and FRANCESCA  
CALLEBAUT  
DOCUMENT **ORDER – RECEIVER'S DISCHARGE**  
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP  
3500, 855 – 2<sup>nd</sup> Street S.W.  
Calgary, AB T2P 4J8  
Attention: Kelly Bourassa  
Telephone/Facsimile: 403-260-9697/403-260-9700  
Email: kelly.bourassa@blakes.com  
File Ref.: 38358/10013

**DATE ON WHICH ORDER WAS PRONOUNCED: February 6, 2012**

**LOCATION WHERE ORDER WAS PRONOUNCED: Justice Chambers**

**NAME OF JUSTICE WHO MADE THIS ORDER: Madam Justice B. Romaine**

UPON the application of Deloitte & Touche Inc. ("Deloitte"), in its capacity as receiver and manager (the "Receiver") of Chocolaterie Bernard Callebaut Partnership, Chocolaterie Bernard Callebaut Ltd., 1013988 Alberta Ltd., and 1054796 Alberta Ltd. (collectively, the "Debtors"), AND UPON having read the Fourth Report of the Receiver, dated January 27, 2012 (the "Receiver's Report"), filed, AND UPON having read the Affidavit of Service of Carol Benish, filed; AND UPON HEARING counsel for the Receiver and counsel for other interested parties;

**IT IS HEREBY ORDERED AND DIRECTED THAT:**

1. Service of the Application is hereby abridged, if necessary, such that the Application is properly returnable today and, further, that any requirement for service of the Application upon any party not served is hereby dispensed with.
2. The actions and conduct of Deloitte outlined in the Receiver's Report and in all previous reports filed by Deloitte in these proceedings are hereby approved.
3. Deloitte's Statement of Receipts and Disbursements set out in Appendix 1 to the Receiver's Report is hereby approved.
4. Deloitte's accounts and the accounts of its independent legal counsel are hereby approved.
5. The Receiver will be unconditionally and absolutely discharged as receiver and manager of the Debtors and all duties, responsibilities and obligations connected therewith.
6. Deloitte, its affiliates, and their respective officers, directors, employees and agents, attorneys and solicitors (collectively, the "**Deloitte Parties**" and each a "**Deloitte Party**") will be released and forever discharged from any and all claims, whether known or unknown, mature or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission of a Deloitte Party in any way relating to, arising out of or in respect of the performance or intended performance of the Deloitte's mandate or any activity related thereto in these receivership proceedings, save and except for any claim against a Deloitte Party arising out of any gross negligence or wilful misconduct on the part of that Deloitte Party except as contemplated by paragraph 7 below.
7. No action or other proceeding in any way arising from or related to the performance or intended performance of Deloitte's mandate as Receiver or any activity in these proceedings shall be commenced against a Deloitte Party except with prior leave of and

on such conditions as directed by this Honourable Court and on prior written notice to the Deloitte Party.

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J.C.Q.B.A.