



RECEIVER'S INTERIM STATEMENT

(Subsection 246(2) of the *Bankruptcy and Insolvency Act*)

CHOCOLATERIE BERNARD CALLEBAUT PARTNERSHIP, 1013988 ALBERTA LTD.,
CHOCOLATERIE BERNARD CALLEBAUT LTD. AND 1054796 ALBERTA LTD. – IN RECEIVERSHIP

Estate Nos. 25-094044, 25-094045, 25-094046, 25-094047

BACKGROUND

Pursuant to a Consent Order granted by the Court of Queen's Bench of Alberta (the "Court") on December 15, 2010 (the "Receivership Order"), Deloitte & Touche Inc. ("Deloitte") was appointed as receiver and manager (the "Receiver") of Chocolaterie Bernard Callebaut Partnership (the "Callebaut Partnership"), 1013988 Alberta Ltd., Chocolaterie Bernard Callebaut Ltd. ("CBCL") and 1054796 Alberta Ltd. ("105") (collectively "Callebaut" or the "Company"). Subsequently, on August 18, 2010, the Callebaut Partnership, CBCL and 105 made assignments in bankruptcy and Deloitte was appointed as trustee of the estates of the bankrupts. The receivership and bankruptcy proceedings are operating concurrently. Information on these proceedings can be accessed on Deloitte's website at www.deloitte.ca under the Insolvency and Restructuring link.

This is the second interim report pertaining to this matter, issued pursuant to subsection 246(2) of the *Bankruptcy and Insolvency Act* (the "BIA").

STATEMENT OF RECEIPTS AND DISBURSEMENTS

The Receiver's Interim Statement of Receipts and Disbursements for the period from August 3, 2010 to August 3, 2011 is attached hereto as Appendix 1.

STATEMENT OF PROPERTY

On October 19, 2010, the Court approved the sale of two parcels of lands (the "Hwy 1 Lands") owned by 105 and located off of Highway 1 in Rocky View County, Alberta to Mr. Murray Atkins (the "Hwy 1 Sale"). The Hwy 1 Sale has now been completed and net sale proceeds of \$2,220,457 (\$2,388,374 less the corresponding costs) were distributed to Invesco Mortgage Inc. ("Invesco", the "Invesco Payment") representing partial payment of a second mortgage held by Invesco on the Hwy 1 Lands, registered subsequent to the ATB Mortgage (as defined below). The Invesco Payment was approved by the Orders granted by the Court on February 10 and March 23, 2011.

On October 21, 2010, The Court approved the sale of Callebaut Partnership's right, title and interest in all of the assets of Callebaut (the "Partnership Assets") to 1563181 Alberta Ltd. ("156"). The sale of the Partnership Assets to 156 has now been completed. Alberta Treasury Branches ("ATB"), who held

registered security over all of the Company's present and after acquired property as well as a mortgage registered against the Hwy 1 Lands (the "ATB Mortgage, the "ATB Security"), was paid \$4,022,717 (the "ATB Payment") from the Partnership Proceeds representing full payment of the amount due pursuant to the ATB Security (\$3,184,492 was paid directly to ATB and \$838,225 was paid to First Street Equities pursuant to a direction to pay provided to the Receiver from ATB). The ATB Payment was approved by the Order granted by the Court on October 21, 2011.

In early February 2011, the Receiver undertook a series of Court applications, pursuant to which Bernard and Francesca Callebaut ("B&F Callebaut") were found to be in contempt of the Receivership Order (the "Contempt Applications"). B&F Callebaut's contempt was purged through the return of assorted business assets of the Callebaut Partnership, which had been improperly removed prior to or after the date of the Receivership Order. Pursuant to the Contempt Applications, the Court fined B&F Callebaut \$149,650 for costs and punitive fines as set out in the Order of the Court granted on March 24, 2011.

Pursuant to an Order granted by the Court on March 23, 2011, 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 receivership, into the bankruptcy estate of the Callebaut Partnership for distribution to the unsecured creditors of the Callebaut Partnership. As of the date of this report, funds totalling \$1.7 million had been transferred into the bankruptcy estate.

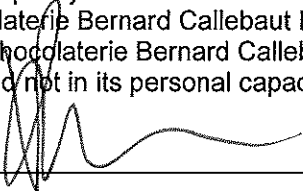
OUTSTANDING MATTERS

The only outstanding matters in the receiverships are the settlement of the final statement of adjustments in respect of the 156 Sale and the collection of an account receivable.

Dated at Calgary, Alberta, this 3rd day of August, 2011.

DELOITTE & TOUCHE INC.

In its capacity as Receiver and Manager of
Chocolaterie Bernard Callebaut Partnership, 1013988 Alberta
Ltd., Chocolaterie Bernard Callebaut Ltd. and 1054796 Alberta
Ltd. and not in its personal capacity



Victor P. Kroeger, CA•CIRP, CFE
Senior Vice-President

Chocolaterie Bernard Callebaut Partnership et. al. ("Callebaut")- in Receivership
Consolidated Interim Statements of Receipts and Disbursements
For the period from August 3, 2010 to August 3, 2011

		Notes
Receipts		
Cash Held in Financial Institutions (CAD)	\$ 109,845	
Cash Held in Financial Institutions (US)	1,025	1
Net Proceeds from Sale of Land	2,388,374	2
Net Proceeds from Sale of Assets	6,144,719	3
Accounts Receivable	126,570	
GST Collected (Accounts Receivable)	6,329	
Dealer Orders (Post Receivership)	912,369	
Cash Receipts from Retail Locations	1,005,590	4
GST Collected	96,090	
Miscellaneous Receipts	8,022	
Receiver's Certificates	200,000	5
Total Receipts	10,998,932	
Disbursements		
Operations		
Rent	369,252	
Payroll	535,411	6
Benefits	23,534	7
Freight	23,295	8
Appraisals	8,429	
Repairs & Maintenance	13,098	8
Insurance	12,962	
Raw Materials	498,603	8
Operating Expenses	51,677	8
Business Taxes	10,836	
Storage	22,012	8
Packaging	117,537	8
Utilities	64,025	8
Employee Expenses	1,524	
Worker's Compensation Board	10,048	
Miscellaneous	23,254	
GST Paid	70,096	
Repayment of Receiver's Certificate	201,800	5
Total Operations	2,057,392	
Administration of Receivership		
Management Fees	45,000	9
Receiver's Legal Fees and Disbursements	298,050	10
Receiver's Fees and Disbursements	448,085	11
Total - Administration of Receivership	791,135	
Total Disbursements	2,848,527	
Excess of Cash Receipts over Cash Disbursements	\$ 8,150,406	
Excess of Cash Receipts over Cash Disbursements represented by:		
Cash in Bank	\$ 207,231	
Transfer to Bankruptcy Estate	1,700,000	
Payment to Alberta Treasury Branches	3,184,492	12
Payment to Invesco Mortgage Ltd.	2,220,457	13
Payment to First Street Equities	838,225	14
	\$ 8,150,406	

Notes:

1. US funds have been converted at a rate of \$1.00 CAN = \$1.00 US.
2. The sale of two parcels of land, which were owned by 1054796 Alberta Ltd. and located off of Highway 1 in Rockyview County, Alberta (the "Hwy 1 Lands"), was approved pursuant to the Order granted by the Court of Queen's Bench of Alberta on October 19, 2010.
3. The sale of Callebaut's right, title and interest in the assets of Callebaut (the "Partnership Assets") was approved pursuant to the Order of the Court of Queen's Bench of Alberta granted on October 21, 2010.
4. Includes sales revenue collected from Callebaut's eight retail locations.
5. A Receiver's Certificate for \$200,000 (the "Certificate") was issued as approved in the Order granted by the Court of Queen's Bench of Alberta on August 3, 2010. The Certificate, including all applicable interest, has now been repaid by the Receiver.
6. Employees were paid on a bi-weekly basis. Payroll includes all corresponding Canada Revenue Agency payroll remittances.
7. Pre-Receivership employee benefits were provided by Great-West Life and paid monthly.
8. Selected post-closing amounts related to the sale of the Partnership Assets were paid by the Receiver but included in the statement of adjustments with respect to that sale.
9. Management fees were paid to Bernard Callebaut, who was retained by the Receiver on a contract basis during the post-Receivership period ended October 6, 2010.
10. The fees and disbursements of the Receiver's legal counsel, Blakes, Cassels & Graydon LLP have been paid in full for the period ended June 30, 2011.
11. The Receiver's fees and disbursements have been paid in full for the period ended May 13, 2011. Fees and disbursements totaling \$305,295 were paid directly by Alberta Treasury Branches ("ATB"); therefore, are not itemized herein.
12. This amount was paid to ATB pursuant to their secured claim, as approved in the Order granted by the Court of Queen's Bench of Alberta on October 21, 2011.
13. This amount was paid to Invesco Mortgage Inc. pursuant to their secured claim, net of costs related to the Hwy 1 Lands, as approved in the Orders granted by the Court of Queen's Bench of Alberta on February 10, 2011 and March 23, 2011.
14. This amount was payable to ATB pursuant to their secured claim, as approved in the Order granted by the Court of Queen's Bench of Alberta on October 21, 2010; however, was paid to First Street Equities pursuant to a direction to pay provided to the Receiver from ATB.