

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY**

BETWEEN:

**ALBERTA TREASURY BRANCHES**

Plaintiff  
(Applicant)

- and -

**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**

Defendants  
(Respondents)

**NOTICE OF MOTION**

**TAKE NOTICE** that an application will be made by counsel for the Plaintiff, Alberta Treasury Branches ("ATB"), before the Presiding Justice in Chambers at the Calgary Courts Centre, at the City of Calgary, in the Province of Alberta, on Tuesday, the 3<sup>rd</sup> day of August, 2010, at the hour of ten o'clock in the forenoon or so soon thereafter as counsel may be heard, for an Order:

1. appointing Deloitte & Touche Inc. ("Deloitte") as Receiver over all of the undertakings, property and assets of Chocolaterie Bernard Callebaut Partnership ("CBCP"), 1013988 Alberta Ltd. ("101"), Chocolaterie Bernard Callebaut Ltd. ("CBCL"), and 1054796 Alberta Ltd. ("105");

2. abridging the time for service of this application and deeming such service to be good and sufficient; and
3. such further and other relief as this Honourable Court deems appropriate in the circumstances.

**AND TAKE NOTICE** that the grounds upon which this application will be made include the following:

- (a) ATB and CBCP, by its managing partner, CBCL, entered into a credit facility agreement (the "Credit Facility Agreement") under which ATB advanced funds to CBCP;
- (b) CBCP, CBCL, 101, 105, Bernard Callebaut ("Bernard") and Francesca Callebaut ("Francesca") granted various security to ATB;
- (c) CBCP is indebted to ATB in an amount in excess of \$3,915,000 plus costs and interest;
- (d) the indebtedness is payable on demand;
- (e) it is a term of the security that upon default, ATB is entitled to appoint a Receiver over the assets of CBCP, CBCL, 101 and 105;
- (f) CBCP is in default of the Credit Facility Agreement and related security to ATB;
- (g) the appointment of a Receiver over the assets and undertakings of CBCP, CBCL, 101 and 105 is just, convenient and necessary to preserve the ATB security.

**AND FURTHER TAKE NOTICE** that ATB relies upon the provisions of the *Judicature Act*, R.S.A. 2000, the *Alberta Rules of Court*, and Section 47 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.

**AND FURTHER TAKE NOTICE** that in support of the application counsel will refer to the Affidavit of Aubrey G. Wells, filed, the Exhibits thereto and such further and other materials as counsel may advise and this Honourable Court may permit.

**AND FURTHER TAKE NOTICE** that ATB will ask for all costs of this application and incidental thereto.

**DATED** at the City of Calgary, in the Province of Alberta, this 30<sup>th</sup> day of July, 2010.

**Davis LLP**

Per: Brian West  
for **Larry B. Robinson, Q.C.**  
**Counsel for Alberta Treasury Branches**

To: Clerk of the Court  
And To: Chocolaterie Bernard Callebaut Partnership  
Chocolaterie Bernard Callebaut Ltd.  
1013988 Alberta Ltd.  
1054796 Alberta Ltd.  
Burnet, Duckworth & Palmer LLP  
Attention: Grant Vogeli

Action No. 1001- 11456

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Plaintiff  
(Applicant)

- and -

**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**

Defendants  
(Respondents)

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**NOTICE OF MOTION**

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**DAVIS LLP**

Barristers and Solicitors  
1000, 250 - 2<sup>nd</sup> Street SW  
Calgary, AB T2P 0C1

Larry B. Robinson, Q.C./Brian D. West  
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File No.: 80034-00001

