

Clerk's Stamp

COURT FILE NUMBER 1001-11456

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF

DEFENDANTS

ALBERTA TREASURY BRANCHES
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

I hereby certify this to be a true copy of
the original order
Dated this 11 day of April 2011
S. Singhokhan

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

BLAKE, CASSELS & GRAYDON LLP
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DATE ON WHICH ORDER WAS PRONOUNCED: March 24, 2011

LOCATION WHERE ORDER WAS PRONOUNCED: JUSTICE CHAMBERS

NAME OF MASTER/JUSTICE WHO MADE THIS ORDER: MADAM JUSTICE B.E.C. ROMAINÉ

ORDER

UPON THE APPLICATION of Deloitte & Touche Inc., in its capacity as receiver and manager (the "Receiver") of Chocolaterie Bernard Callebaut Partnership (the "Callebaut Partnership"), Chocolaterie Bernard Callebaut Ltd., 1054796 Alberta Ltd. and 1013988 Alberta Ltd.; AND UPON hearing read the First Report of the Receiver, dated October 14, 2010, the Second Report of the Receiver, dated October 15, 2010, the Third Report of the Receiver, dated February 3, 2011 (the "Third Report"), the First Supplement to the Third Report, dated February 18, 2011 (the "First Supplement"), the Second Supplement to the Third Report, dated

February 22, 2011, and the Third Supplement to the Third Report, dated March 18, 2011 (the **"Third Supplement"**); AND UPON hearing counsel for the Receiver and counsel for 1563181 Alberta Ltd. (**"156"**); AND UPON hearing Bernard Callebaut and Francesca Callebaut (collectively, **"B & F Callebaut"**); AND UPON finding B & F Callebaut in clear, wilful and deliberate breach of the Order dated August 3, 2010 granted by the Honourable Madam Justice E.A. Hughes:


IT IS HEREBY ORDERED AND DECLARED THAT:

1. B & F Callebaut are each found in contempt of Court.
2. B & F Callebaut are hereby directed to pay the following fines (collectively, the **"Fines"**) with respect to which they are jointly and severally liable within six (6) months of the date of this Order:
 - (a) \$26,250.00 to the Receiver in respect of the Used Assets (as defined in the First Supplement);
 - (b) \$54,900.00 to the Receiver in respect of its fees and disbursements, and those of its legal counsel;
 - (c) \$18,500.00 to 156 in respect of its solicitor-client fees; and
 - (d) \$50,000.00 to Deloitte & Touche Inc., in its capacity as trustee in bankruptcy of the Callebaut Partnership (the **"Trustee"**) for the benefit of the unsecured creditors.
3. In the event that B & F Callebaut do not pay the Fines in full within six (6) months of this Order, the Trustee is at liberty to seek the advice and direction of this Honourable Court in respect of further relief.
4. The Receiver's proposal with respect to the disposition of the Removed Assets (as defined in the Third Supplement) as set out in the Third Supplement is hereby approved.

5. Approval of this Order may be in counterparts and sent by way of facsimile or electronic transmission.

"B.E.C. Romaine"
J.C.Q.B.A.

APPROVED AS TO THE ORDER
GRANTED
This 28 day of MARCH, 2011



SCHUYLER V. WENSEL QC
Counsel for
1563181 ALBERTA LTD.

APPROVED AS TO THE ORDER
GRANTED
This ____ day of _____, 20__

BERNARD CALLEBAUT

APPROVED AS TO THE ORDER
GRANTED
This ____ day of _____, 20__

FRANCESCA CALLEBAUT