

COURT FILE NUMBER 25-1395703

COURT COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY

PROCEEDING **IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*
*ACT, R.S.C. 1985, c. B-3, AS AMENDED***
**AND IN THE MATTER OF THE CHOCOLATERIE BERNARD
CALLEBAUT PARTNERSHIP**

DOCUMENT **SUPPLEMENTAL AFFIDAVIT OF BILL HAGEL**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS DOCUMENT **DAVIS LLP**
Barristers and Solicitors
1000, 250 - 2 Street SW
Calgary, Alberta T2P 0C1

Attention: Peter S. Jull, Q.C.
Telephone: 403.776.8811
Fax: 403.776.8855
File No. 85616-00001/PSJ

SUPPLEMENTAL AFFIDAVIT OF BILL HAGEL
Sworn this 20 day of February 2013

I, BILL HAGEL, of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY THAT:

1. I am an officer of Private Capital Mortgage Ltd. and a former officer of Invesco Mortgage Inc. (collectively called "**Invesco**"). Invesco acted as the administrator of the Loan made to Bernard Callebaut and Francesca Callebaut ("**B & F Callebaut**") by the Lenders listed in the Lender Schedule attached hereto and marked as Exhibit "A" to my Affidavit of January 7, 2013, and as such I have personal knowledge of the facts and matters herein deposed to, except where stated to be based upon information and belief, and where so stated, I do verily believe the same to be true.

2. Since filing the Affidavit dated January 7, 2013, I have had discussions with the Trustee in Bankruptcy of the Estate of the Chocolaterie Bernard Callebaut Partnership and have made some refinements to the proposal for distribution of the balance of the Estate of the Bankrupt set out in my Affidavit of January 7, 2013.

3. Invesco is prepared to amend the proposal set out in paragraph 21 of the January 7, 2013 Affidavit so that the Proposal is as follows:

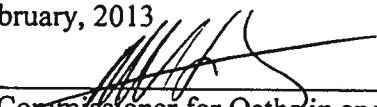
21. Invesco proposes that the balance of the Estate of the Chocolaterie Bernard Callebaut Partnership (the "Estate") be distributed by Deloitte & Touche Inc., Trustee of the Estate (the "Trustee") on the basis that the claims of those unsecured creditors who elected to participate in the Section 38 proceedings identified in Exhibit I to the Affidavit of Bill Hagel dated January 7, 2013 (the "Participating Creditors") are paid in full, and that the claims of the other unsecured Creditors that did not elect to participate in the Section 38 proceedings (the "Non-Participating Creditors") will be paid the same dividend as would have been paid if all of the ordinary unsecured creditors (participating and non participating) were being paid prorata. The particulars of the Proposal are as follows:

- (a) The Participating Creditors, whose claims total \$273,784.76 shall be paid the full amount of their claims less the levy payable to the Office of the Superintendent in Bankruptcy.
- (b) The Bernard Callebaut Proof of Claim of \$3,894,441.00, which has been assigned to Invesco shall be remain as admitted by the Trustee.
- (c) Invesco will agree to forfeit a portion of its dividend such that all other Non Participating Creditors will receive the same dividend as they would have received if all of the ordinary unsecured creditors (Participating and Non Participating) were being paid pro rata, and if there were no further disallowance of the BC Claim.
- (d) Upon approval of the Proposal, Invesco. or Bernard Callebaut shall pay or cause to be paid the sum of \$50,000.00 (the "Damages") to the Trustee in partial payment of the fines imposed by the Order of Justice Romaine dated March 24, 2011 (the "March Order").
- (e) The Damages shall be distributed pro rata among the Non-Participating Creditors of the Estate excluding the BC Claim.
- (f) The remaining fines (the "Fines") imposed by the March Order shall be set off against any dividends payable in respect of the BC Claim until satisfied in full. The Fines, less those amounts payable in respect of Solicitor-Client costs of 1563181 Alberta Ltd. shall be

distributed pro rata to all Non-Participating Creditors, including Invesco.

4. I make this Affidavit to supplement my Affidavit of January 7, 2013 and in support of the Amended Application to approve the proposal of Invesco Mortgage Inc.

SWORN before me in the City of Calgary, in the Province of Alberta, this 20 day of February, 2013



A Commissioner for Oaths in and for the Province of Alberta



BILL HAGEL