

District of: Alberta
Division No. 02 - Calgary
Court No. 25-1395790
Estate No. 25-1395790

FORM 67
Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)

In the matter of the bankruptcy of
1054796 Alberta Ltd
of the City of Calgary, in the Province of Alberta

Take notice that:

1. 1054796 Alberta Ltd filed (or was deemed to have filed) an assignment on the 18th day of August 2010, and the undersigned, Deloitte & Touche Inc. , was appointed as trustee of the estate of the bankrupt by the official receiver (or the court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.

2. The first meeting of creditors of the bankrupt will be held on the 2nd day of September 2010, at 10:00 o'clock AM, at the office of Deloitte & Touche Inc, at Suite 3000, 700 2nd Street SW, Calgary, Alberta.

3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is a form of proof of claim, a form of proxy, and a list of creditors with claims amounting to 25 dollars or more, showing the amounts of their claims.

5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Calgary in the Province of Alberta, this 23rd day of August 2010.

Deloitte & Touche Inc. - Trustee
Per:

FOR *VM*

Victor Kroeger
3000, 700 - 2 Street S.W.
Calgary AB T2P 0S7

District of: Alberta
 Court No. 02 - Calgary
 Court No.
 Estate No.

Original Amended

-- FORM 78 --
 Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act/ Subsections 50(2) and 62(1) of the Act)
 In the matter of the bankruptcy of
 1054796 Alberta Ltd
 of the City of Calgary, in the Province of Alberta

To the bankrupt

You are required to carefully and accurately complete this Form and the applicable attachments, showing the state of your affairs on the date of your bankruptcy, on the 18th day of August 2010. When completed, this Form and the applicable attached lists will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

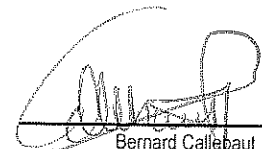
LIABILITIES	
(As stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	3,057,687.92
Balance of claims unsecured as per list "A"	5,214,999.00
Total unsecured creditors.	<u>8,272,686.92</u>
2. Secured creditors value of security as per list "B"	3,300,001.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities.	<u>11,572,687.92</u>
Surplus.	<u>NIL</u>

ASSETS	
(As stated and estimated by the officer)	
1. Inventory	0.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per List "E"	
Good	0.00
Doubtful	0.00
Bad	0.00
Estimated to produce.	0.00
4. Bills of exchange, promissory note, etc., as per List "F"	0.00
5. Deposits in Financial Institutions	0.00
6. Cash	0.00
7. Livestock.	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per List "G"	3,300,000.00
10. Furniture	0.00
11. RRSFs, RRIFs, Life insurance, etc.	0.00
12. Securities (Shares, Bonds, Debentures, etc.)	0.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per List "H"	2.00
If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
Amount paid on capital.	0.00
Balance subscribed and unpaid.	0.00
Estimated to produce	0.00
Total assets	<u>3,300,002.00</u>
Deficiency	<u>8,272,685.92</u>

I, Bernard Callebaut, of the Town of Bragg Creek in the Province of Alberta, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge a full, true and complete statement of my affairs on the 18th day of August 2010 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the City of Calgary in the Province of Alberta,
 on this 18th day of August 2010.




 Bernard Callebaut

VANESSA A. GRANT
 My Commission Expires
 September 26, 20 10

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

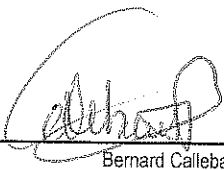
-- FORM 78 -- Continued --

List "A"
Unsecured Creditors
1054796 Alberta Ltd

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim Un	Total Claim
1	1013988 Alberta Ltd.	1313 1st Street SE Calgary AB T2G 5L1	1,675,468.00	0.00	1,675,468.00
2	Alberta Treasury Branch	ATB Financial P.O. Box 21063 Calgary AB T2P 4H5	0.00	614,999.00	614,999.00
3	Chocolaterie Bernard Callebaut Ltd.	1313 1st Street SE Calgary AB T2G 5L1	1,382,219.92	0.00	1,382,219.92
4	Invesco	400, 7015 Macleod Tr SW Calgary AB T2H 2K6	0.00	4,600,000.00	4,600,000.00
Total:			3,057,687.92	5,214,999.00	8,272,686.92

18-Aug-2010

Date


Bernard Callebaut

District of Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

-- FORM 78 -- Continued --

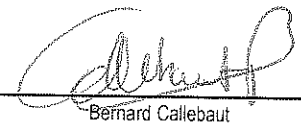
List "B"
 Secured Creditors

1054796 Alberta Ltd

No.	Name of creditor	Address	Amount of Claim	Particulars of Security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	Alberta Treasury Branch	ATB Financial P.O. Box 21063 Calgary AB T2P 4H5	3,915,000.00	Other - 22% interest in Chocolaterie Bernard Callebaut Partnership Real Property or Immovable - Land - Meridian 5, Range 4, Township 2, Section 34, Southwest quarter 13.824 hectares, Northwest quarter 68.7 hectares		1.00 3,300,000.00		614,999.00
2	Invesco	400, 7015 Macleod Tr SW Calgary AB T2H 2K6	4,600,000.00	Real Property or Immovable - Land - Meridian 5, Range 4, Township 2, Section 34, Southwest quarter 13.824 hectares, Northwest quarter 68.7 hectares		0.00		4,600,000.00
Total:			8,515,000.00			3,300,001.00	0.00	5,214,999.00

18-Aug-2010

Date



 Bernard Callebaut

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

-- FORM 78 -- Continued --

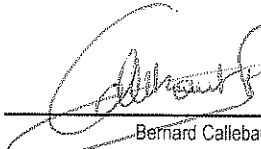
List "C"
Preferred Creditors for Wages, Rent, etc.

1054796 Alberta Ltd

No.	Name of creditor	Address and Occupation	Nature of Claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

18-Aug-2010

Date



Bernard Callebaut

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

-- FORM 78 -- Continued --

List "D"
Contingent or Other Liabilities

1054796 Alberta Ltd

No.	Name of creditor or claimant	Address and Occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
			Total:	0.00	0.00	

18-Aug-2010

Date


Bernard Callebaut

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

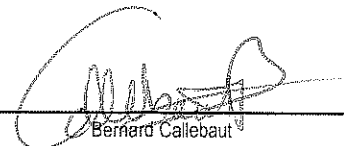
-- FORM 78 -- Continued --

List "E"
Debts Due to the Bankrupt
1054796 Alberta Ltd

No.	Name of debtor	Address and Occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
			Total:	0.00 0.00 0.00			0.00	

18-Aug-2010

Date


Bernard Callebaut

District of Alberta
Division No. 02 - Calgary
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-- FORM 78 -- Continued --

List "F"

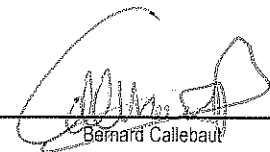
Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

1054796 Alberta Ltd

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupations	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

18-Aug-2010

Date



Bernard Callebaut

District of Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

-- FORM 78 -- Continued --

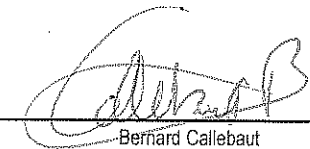
List "G"
 Real Property or Immovable Owned by Bankrupt

1054796 Alberta Ltd

Description of property	Nature of bankrupt interest	In whose name does title stand	Total Value	Particulars of mortgages, hypothecs, or other encumbrances (Name, Address, Amount)	Equity or surplus
Land - Meridian 5, Range 4, Township 2, Section 34, Southwest quarter 13.824 hectares, Northwest quarter 68.7 hectares	Owner		3,300,000.00	Alberta Treasury Branch ATB Financial P.O. Box 21063 Calgary AB T2P 4H5 3,915,000.00 Invesco 400, 7015 Macleod Tr SW Calgary AB T2H 2K6 4,600,000.00	0.00
Total:			3,300,000.00		0.00

18-Aug-2010

Date


 Bernard Callebaut

District of Alberta
 Division No. 02 - Calgary
 Court No.
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-- FORM 78 -- Concluded --

List "H"
 Property

1054796 Alberta Ltd

FULL STATEMENT OF PROPERTY

Nature of Property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in Financial Institution			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		22% Interest in Chocolaterie Bernard Callebaut Partnership	0.00	1.00
		Intellectual Property	0.00	1.00
			Total:	2.00

18-Aug-2010

Date



 Bernard Callebaut

Estate No. 25-1395790

GENERAL PROXY

(Paragraphs 51(1)(e) and 66.15(3)(b) and subsection 102(2))

In the matter of the bankruptcy (or proposal or consumer proposal) of 1054796 Alberta Ltd a bankrupt (or an insolvent person or a consumer debtor).

I (or We), _____ (name of creditor), of

(name of city, town or village), a creditor in the above matter, hereby appoint

_____, of _____

_____, to be (or our) general proxy in the above matter except as to the receipt of dividends, with (or without) power to appoint another general proxy in his or her place.

DATED AT _____ this _____ day of _____, 20 ____.

Witness

Individual Creditor

Name of Corporate Creditor

Witness

Per: _____
Name and Title of Signing Officer

Return To:

Deloitte & Touche Inc. – Trustee
3000, 700 – 2nd Street SW
Calgary AB T2P 0S7
Phone: 403-267-0537
Fax: 403-267-3290

Proof of Claim

(Subsections 50(13), 50.1(1) and 65.2(4), paragraphs 51(1)(e) and 66.14(b); subsections 81.2(1), 102(2), 124(2) and 125(1) of the Act)

(All notices or correspondence regarding this claim must be forwarded to the following address:)

Name of Creditor:

Address of Creditor:

Phone No.:

Fax No.:

Email:

In the matter of the bankruptcy (or the proposal) of 1054796 Alberta Ltd (name of debtor) of
_____ (city and province) and the claim of
_____ creditor.

I, _____ (name of creditor), of _____ (city and province), do hereby certify:

1. That I am a creditor of the abovedebtor (or that I am _____ (state position or title) of _____ (name of creditor)).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy (or the date of the receivership, or in the case of a proposal, the date of the notice of intention or of the proposal, if no notice of intention was filed), namely the day of, and still is, indebted to the creditor in the sum of \$....., as specified in the statement of account (or affidavit or solemn declaration) attached and marked **Schedule "A"**, after deducting any counterclaims to which the debtor is entitled. (The attached statement of account, or affidavit or solemn declaration must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description.)

Regarding the amount of \$ _____, I do not claim a right to a priority.

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

(Set out on an attached sheet details to support priority claim.)

A.1. CLAIM OF LANDLORD FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

B. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

Proof of Claim

(Subsections 50(13), 50.1(1) and 65.2(4), paragraphs 51(1)(e) and 66.14(b); subsections 81.2(1), 102(2), 124(2) and 128(1) of the Act)

Page 2

C. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$.....
(Attach a copy of sales agreement and delivery receipts.)

D. CLAIM AGAINST DIRECTOR \$ _____

(To be filed when a proposal provides for the compromise of claims against directors)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

5. That, to the best of my knowledge,

I am *(or the above creditor is)*; or

am not *(or is not)*

related to the debtor within the meaning of section 4 of the Act.

6. That the following are the payments that I have received from, and the credits that I have allowed to, the debtor within the three months *(or, if the creditor and the debtor are related within the meaning of section 4 of the Act, within the 12 months)* immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: *(Provide details of payments and credits.)*

(Applicable only in the case of the bankruptcy of an individual.)

I request to be advised of any material change in the financial situation of the bankrupt, pursuant to subparagraph 102(3)(b)(I) of the Act.

I request to be advised of any amendment made regarding the amount that the bankrupt is required to pay, pursuant to subsection 68(4) of the Act.

I request that a copy of the report filed by the Trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____.

Witness

Creditor

NOTE: If an affidavit or solemn declaration is attached, it must have been made before a person qualified to take affidavits or solemn declarations.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

Every creditor who does not prove his claim is not entitled to share in any distribution. Claims not completed correctly in every respect will be returned.

In completing the attached form, your attention is directed to the following requirements:

Proof of Claim

1. The declaration must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc.
1. You must have knowledge of the circumstances connected with the claim.
1. The debtor's name and date of the bankruptcy must be filled in and a statement of Account containing details of the claim must be attached and marked "A". The date of bankruptcy and the correct name of the bankrupt may be found on the Notice of First Meeting of Creditors.
1. The nature of your claim must be indicated by **ticking the type of claim which applies.** e.g. -
 - Ticking (A) - Indicates your claim is unsecured.
A.1 applies only in the case of a proposal, not a bankruptcy.
 - Ticking (B) - Indicates your claim is secured and you must insert the value at which you assess your security. Details of each item of security you hold should be attached as a separate schedule and submitted with a copy of your registered security interest.
 - Ticking (C) - Indicates your claim as a farmer, fisherman or aquaculturist.
 - Ticking (D) - Indicates your claim against a director. *Applies only in the case of a proposal, not a bankruptcy.*
5. **You must indicate** whether the creditor and the debtor are related. Section 4 of the Bankruptcy Act defines persons related to a bankrupt. If you are related by blood or marriage to the bankrupt, then you should consider yourself to be a related person. If the bankrupt is a corporation, you would be considered to be related to it if you were a shareholder or if your company was controlled by the same shareholders as the bankrupt corporation.
5. You must provide full details of all payments and/or credits received from or allowed to the debtor during the period indicated. **Leaving a blank will indicate that there were no such payments and/or credits.**
7. You must date and sign the proof of claim form and have your signature **witnessed.**

General Proxy

If it is desired to appoint a proxy, the proxy form must be completed and signed by the **creditor**; if the creditor is a corporation, the proxy form **must be signed in the corporate name** and not necessarily by the individual signing the proof of claim form, and it **must be witnessed.** You may not appoint a corporation as a proxy.

If you have any questions in completing your proof of claim, please write or telephone:

Deloitte & Touche Inc.
3000, 700 2 Street SW
Calgary AB T2P 0S7
Telephone: (403) 267-0537
Fax: (403) 267-3290