

Ernst & Young Inc.
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www.ey.com

To the creditors of Paramount Truck Lines Ltd.

22 February 2012

IN THE MATTER OF THE BANKRUPTCY OF PARAMOUNT TRUCK LINES LTD.

We write to advise that on 15 February 2012, the Manitoba Court of Queen's Bench (the "Court") granted an order adjudging Paramount Truck Lines Ltd. ("Paramount") as bankrupt. The undersigned Ernst & Young Inc. was appointed as Trustee in the matter.

We enclose herewith the following:

1. The statutory Notice to Creditors of First Meeting
2. Statement of Affairs (summary page)
3. Listing of Creditors
4. Form of Proof of Claim and Proxy

While it is not necessary for you to attend the creditors meeting, you are required to complete and file your claim with the Trustee if you wish to participate in the bankruptcy proceedings.

Additional information is available at www.ey.com/ca/paramount.

Sincerely,

ERNST & YOUNG INC.

Trustee of the Estate of Paramount Truck Lines Ltd., a bankrupt

Per: 

Joe Healey
Senior Vice-President

Attachments

District of: Manitoba
Division No. 21 - Winnipeg
Court No. BK 12-01-02587
Estate No. 21-81390

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

IN THE MATTER OF THE BANKRUPTCY OF
PARAMOUNT TRUCK LINES LTD.

Take notice that:

1. On 15th February 2012, the Manitoba Court of Queen's Bench (the "Court") granted an order adjudging Paramount Truck Lines Ltd. ("Paramount") as bankrupt, and the undersigned, Ernst & Young Inc., was appointed as trustee of the estate of the bankrupt by the official receiver, 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 7th day of March, 2012 at 10:00 A.M., at the office of Ernst & Young Inc., at 2700-360 Main Street, Winnipeg.

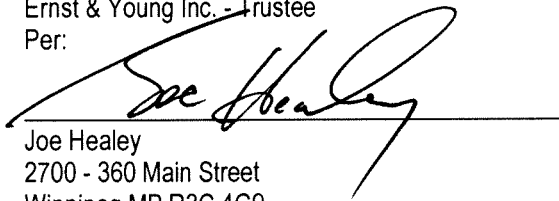
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 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 Winnipeg in the Province of Manitoba, this 22nd day of February 2012.

Ernst & Young Inc. - Trustee
Per:



Joe Healey
2700 - 360 Main Street
Winnipeg MB R3C 4G9
Phone: (204) 947-6519 Fax: (204) 956-0138

District of: Manitoba
Division No. 21 - Winnipeg
Court No. BK 12-01-02587
Estate No. 21-081390

☒ 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 PARAMOUNT TRUCK LINES LTD.

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 the bankruptcy, on the 15th day of February 2012. When completed, this form and the applicable attachments 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"	4,275,832.14
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	4,275,832.14
2. Secured creditors as per list "B"	0.00
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	4,275,832.14
Surplus	NIL

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"	0.00
10. Furniture	0.00
11. RRSPs, RRIAs, 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"	0.00
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	0.00
Deficiency	4,275,832.14

I, , of the _____ of Winnipeg in the Province of Manitoba, 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 15th day of February 2012 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 Winnipeg in the Province of Manitoba, on this 17th day of February 2012.

Carol Cadigal, Commissioner of Oaths
For the Province of Manitoba
Expires Nov. 14, 2013

**IN THE MATTER OF THE BANKRUPTCY
OF PARAMOUNT TRUCK LINES LTD. (IN \$CAD)**

Name	Amount of claim¹
<u>Secured creditors</u>	
BEAVER TRUCKS CENTRE	Unknown
BROOKSIDE AUTO BODY LTD.	\$ 7,062.45
BUSINESS DEVELOPMENT BANK OF CANADA	Unknown
C. KEAY INVESTMENTS LTD.	Unknown
CAPITAL UNDERWRITERS INC.	Unknown
CIT FINANCIAL LTD.	Unknown
DAIMLERCHRYSLER TRUCK FINANCIAL	Unknown
DCFS CANADA CORP	Unknown
FORD CREDIT CANADA LEASING	Unknown
FREIGHTLINER MANITOBA LIMITED	Unknown
GE CANADA ASSET FINANCING HOLING COMPANY	Unknown
GE CANADA EQUIPMENT FINANCING G.P.	\$ 1,384,593.00
GE CANADA FINANCE HOLDING COMPANY	\$ 1,274,819.85
GE CANADA LEASING SERVICES COMPANY	Unknown
GE TECHNOLOGY FINANCE	Unknown
GE VFS CANADA LIMITED PARTNERSHIP	Unknown
GENERAL BANK OF CANADA	Unknown
GENERAL ELECTRIC CANADA EQUIPMENT FINANCE G.P.	Unknown
JP MORGAN CHASE BANK N.A.	Unknown
KAL TIRE A CORPORATE PARTNERSHIP	Unknown
LEASEBANK CREDIT CORPORATION	Unknown
NATIONAL LEASING GROUP INC	Unknown
REIMER WORLD PROPERTIES CORP.	\$ 884,935.33
ROYAL BANK OF CANADA	Unknown
STOUGHTON TRAILERS CANADA CORP	Unknown
STOUGHTON TRAILERS CANADA CORPORATION	Unknown
SUNRISE EQUIPMENT LTD.	Unknown
<u>Other creditors</u>	
B.K. TOWING	\$ 1,815.38
BEAVER TRUCK CENTRE	\$ 252,163.99
CANNAMM DRUG & ALCOHOL TESTING	\$ 1,449.28
CENTRAL TRANSPORT REFRIGERATION (MAN) LT	\$ 832.90
CHAMPION	\$ 288.75
CITY OF WINNIPEG	Unknown
CITY PRESS	\$ 268.80
CLEANAIR FILTER SERVICE	\$ 1,342.47
COOPER BUSINESS FORMS	\$ 1,264.26
CORPORATE SECURITY SUPPLY LTD.	\$ 375.20
CRAIG KELMAN & ASSOCIATES LTD.	\$ 236.25
DATA AUDIT INDUSTRIES INC.	\$ 894.30
DYNAMO BUSINESS MACHINES	\$ 668.23
ELITE COMMUNICATIONS	\$ 100.78
FLEET BRAKE	\$ 22,637.42
FOUNTAIN TIRE	\$ 29,609.66
FREIGHTLINER MB LTD	\$ 1,847.72
GOLD BUSINESS MACHINES	\$ 142.24
GOODYEAR CANADA INC	\$ 64,124.83

1. Amounts as reported by Ernst Young Inc. in its Notice and Statement of the Receiver dated June 10, 2011. The Trustee has not updated the books and records of Paramount Truck Lines Ltd.

**IN THE MATTER OF THE BANKRUPTCY
OF PARAMOUNT TRUCK LINES LTD. (IN \$CAD)**

Name	Amount of claim¹
<u>Other creditors</u>	
GREAT WEST LIFE INS. CO.	\$ 12,329.10
IMPERIAL AUTO BODY SUPPLY LTD.	\$ 1,034.99
IMPERIAL OIL	\$ 1,825.50
IT PRO	\$ 115.50
JACKIE CULLETON	\$ 500.00
JACKSON SPRINGS	\$ 70.50
G TRAN II LTD.	\$ 21,057.39
JOHNSON WASTE MANAGEMENT	\$ 339.87
KAL TIRE	\$ 1,474.62
KK PENNER TIRE CENTERS INC.	\$ 387.45
LINK LOGISTICS	\$ 1,023.75
LOAD EXPRESS LINE	\$ 2,800.00
LYRECO	\$ 226.87
MACQUARIE PREMIUM FUNDING	Unknown
MAGNUM OIL (MB.) LTD.	\$ 2,515.85
MANITOBA HYDRO - NATURAL GAS	\$ 11,246.95
MANITOBA PUBLIC INSURANCE	Unknown
MEP	\$ 76.97
MANITOBA FINANCE	Unknown
MTS ALLSTREAM INC.	\$ 11,353.74
NATCO MANUFACTURERS & DISTRIBUTORS LTD.	\$ 86.94
NICHOLLS TRANSPORT	\$ 3,000.00
NORTH COUNTRY EXPRESS	\$ 3,650.00
NORTHERN COMPUTER SOLUTIONS	\$ 188.37
OCEAN TRAILER	\$ 2,279.18
OVERHEAD DOOR OF WINNIPEG LTD.	\$ 309.33
PARAMOUNT STORAGE	\$ 7,077.50
PRAXAIR CANADA INC.	\$ 180.81
PRECISION CHEMICAL MANUFACTURING LIMITED	\$ 922.79
PUROLATOR COURIER LTD.	\$ 159.70
QUINTEX SERVICES LTD.	\$ 651.95
RECEIVER GENERAL OF CANADA	\$ 171,132.90
ROGERS	\$ 69.17
ROSANNE'S INTERIOR RESTORATION	\$ 1,102.43
SHAW TRACKING	\$ 8,664.32
SIMTAX CONSULTANTS INC.	\$ 78.75
SMITH & WALTERS TOWING & REPAIRS	\$ 2,482.90
T-CHECK SYSTEMS	\$ 41,633.98
TERAGO NETWORKS INC.	\$ 4,554.65
TMW SYSTEMS INC.	\$ 1,172.69
UNI-JET INDUSTRIAL PIPE SERVICES	\$ 393.75
VARIOUS EMPLOYEES	Unknown
WASHEX	\$ 101.67
WEST END TIRE	\$ 23,067.77
WES-T-RANS	\$ 387.91
WORK SAFE BC	\$ 100.00
WORKERS' COMPENSATION BOARD OF AB	\$ 1,463.08
WURTH CANADA LIMITED	\$ 889.29
ZEP	\$ 178.17

1. Amounts as reported by Ernst Young Inc. in its Notice and Statement of the Receiver dated June 10, 2011. The Trustee has not updated the books and records of Paramount Truck Lines Ltd.

FORM 31

Proof of Claim

(Section 50.1, subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and paragraphs 51(1)(e) and 66.14(b) of the Act)

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

In the matter of the bankruptcy of Paramount Truck Lines Ltd. of Winnipeg, MB and the claim of _____, creditor.

I, _____ (*name of creditor or representative of the creditor*), of _____ (*city and province*), do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am _____ (*state position or title*) of _____ (*name of creditor or representative of the 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, namely the 15th day of February, 2012, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (*The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.*)

4. (*Check and complete appropriate category.*)

☐ A. UNSECURED CLAIM OF \$ _____

(*other than as a customer contemplated by Section 262 of the Act*)

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 claim a right to a priority under section 136 of the Act.
☐ Regarding the amount of \$ _____, I do not claim a right to a priority.

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

☐ B. 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.*)

FORM 31 -- Continued

☐ C. 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.)

☐ D. 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.)

☐ E. CLAIM BY WAGE EARNER OF \$_____

☐ That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$_____,

☐ That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$_____,

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: *(Provide details of payments, credits and transfers at undervalue.)*

Dated at _____, this _____ day of _____.

Witness

Creditor

Phone Number: _____

Fax Number : _____

E-mail Address: _____

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

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.

NOTE: If a copy of this Form is sent electronically by means such as email, the name and contact information of the sender, prescribed in Form 1.1, must be added at the end of the document.

District of: Manitoba
Division No. 21- Winnipeg
Court No. BK 12-01-02587
Estate No. 21-081390

- FORM 36 -

Proxy

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

IN THE MATTER OF THE BANKRUPTCY
OF PARAMOUNT TRUCK LINES LTD.

I, _____, of _____, a creditor in the above matter, hereby
appoint the trustee identified below ☐ or _____, of
_____, to be my proxyholder in the above matter, except as to the
receipt of dividends, _____ (with or without) power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Ernst & Young Inc. - Trustee
Per:

Joe Healey
2700 - 360 Main Street
Winnipeg MB R3C 4G9
Phone: (204) 947-6519 Fax: (204) 956-0138

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

General

- The *signature of a witness* is required.
- The claim *must be signed* personally by the individual completing this declaration.
- *Give the complete address* where all notices or correspondence is to be forwarded.
- The amount on the *statement of account must* correspond to the amount indicated on the proof of claim.

Paragraph 1

- Creditor must state full and complete legal name of company or firm.
- If the individual completing the proof of claim is not the creditor himself, he must state his position or title.

Paragraph 3

- The statement of account must be complete.
- A *detailed statement of account of the last three months* must be attached to the proof of claim and *must* show the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments.

Paragraph 4

- An unsecured or preferred creditor must strike out sub-paragraphs (b) and (c) and must complete sub-paragraph (a).
- A secured creditor must strike out sub-paragraphs (a) and (b) and must complete sub-paragraph (c) and provide a certified true copy of the security instrument as registered.

Paragraph 5

- All claimants must indicate if he or she *is related or not* to the debtor, as defined in Section 4 of the Bankruptcy Act, by striking out "is" or "is not".

Paragraph 6

- All claimants must attach a detailed list of *all payments or credits* received or granted, as follows:
 - (a) *within the three (3) months preceding* the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
 - (b) *within the twelve (12) months preceding* the bankruptcy or proposal, in the case where the claimant and the debtor are related.

Proxy

Note: The Bankruptcy and Insolvency Act permits a proof of claim to be made by a duly authorized agent of a creditor but this does not give such a person power to vote at the first meeting of creditors or to act as the proxy of the creditors.

General

- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at meeting of creditors.
- In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.