

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO
SECTION 243 OF THE BANKRUPTCY AND INSOLVENCY
ACT, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

GE CANADA FINANCE HOLDING COMPANY

Applicant,

- and -

PARAMOUNT TRUCK LINES LTD.

Respondent.

ORDER

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(File No. 3992/6)

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE)
MR. JUSTICE DEWAR) Thursday, the 15th day of August, 2013

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO
SECTION 243 OF THE BANKRUPTCY AND INSOLVENCY
ACT, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

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PARAMOUNT TRUCK LINES LTD.

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ORDER

THIS MOTION, made by Ernst & Young Inc. (the "Receiver"), in its capacity as court appointed Receiver of Paramount Truck Lines Ltd. ("Paramount") was heard this day at the Law Courts Complex, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Sixth Report of the Receiver dated June 1, 2012, the Seventh Report of the Receiver dated July 31, 2012, the Eighth Report of the Receiver dated August 6, 2013, the Affidavits of Service of Chantale DeBlois sworn August 10, 2012 and August 7, 2013, and on hearing the submissions of counsel for the Receiver, counsel for the Applicant, and counsel for Sunrise Equipment Inc., service of the Motion, Sixth Report and Seventh Report of the Receiver on all other parties having been validated and further service dispensed with by Orders of the Honourable Mr. Justice Dewar pronounced June 6, 2012 and August 15, 2012;

1. THIS COURT ORDERS and declares that service of the Eighth Report of the Receiver is hereby validated and further service is hereby dispensed with.

2. THIS COURT ORDERS and authorizes the Receiver to distribute the proceeds in the Receivership Estate as follows:
 - (a) the fees and disbursements of the Receiver and its legal counsel to complete the administration of the Receivership;
 - (b) the sum of \$13,957.19 to Service Canada;
 - (c) the sum of \$25,000.00 to Sunrise Equipment Inc.;
 - (d) balance to the Applicant, GE Canada Finance Holding Company;
 - (e) surplus, if any, to Ernst & Young, Inc., in its capacity as Trustee in Bankruptcy of Paramount.
3. THIS COURT ORDERS and declares that the activities and actions of the Receiver as described in the reports filed herein shall be and are hereby approved.
4. THIS COURT ORDERS and declares that the accounts of the Receiver and the estimated fees of the Receiver to complete the engagement, as set out in the Eighth Report is hereby approved, and the Receiver is authorized to pay such amounts.
5. THIS COURT ORDERS and declares the accounts of counsel for the Receiver, and estimated fees of counsel for the Receiver to complete the engagement, as set out in the Eighth Report is hereby approved, and payment of such amounts shall be made.
6. THIS COURT ORDERS and declares that the Receiver is hereby forever released and discharged from any and all liability that the Receiver now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Receiver while acting in its capacity as Receiver of Paramount herein, save and except for any gross negligence or wilful misconduct on the part of the Receiver.
7. THIS COURT ORDERS and declares that the Receiver shall, subsequent to its discharge, perform such duties as may be incidental to the administration of the Receivership Estate.
8. THIS COURT ORDERS that this Order shall be conditional upon and shall only take effect upon issuance of a Certificate of Decision dismissing, without costs, the appeal of Sunrise Equipment Inc. in File No. AI 12-30-07863.

August 15th, 2013

R.A. DEWAR

J.

CONSENT AS TO FORM; AND

CONSENT AS TO FORM AND CONTENT
WITH RESPECT TO PARAGRAPH 2 (C)

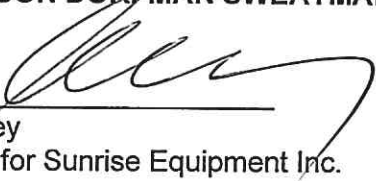
AIKINS, MacAULAY & THORVALDSON LLP



J.J. Burnell
Counsel for the Applicant

CONSENT AS TO FORM AND CONTENT

THOMPSON DOREMAN SWEATMAN LLP



Art Stacey
Counsel for Sunrise Equipment Inc.