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File No. CI 11-01-72347

**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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FILED
QUEEN'S BENCH
AUG 16 2011
LAW COURTS
WINNIPEG

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE MR.)
JUSTICE DEWAR) Tuesday the 2nd day of August, 2011

BETWEEN:

GE CANADA FINANCE HOLDING COMPANY

Applicant,

- and -

PARAMOUNT TRUCK LINES LTD.

Respondent.

ORDER

THIS APPLICATION, made by Ernst & Young Inc., the Receiver of the Respondent (the "Receiver"), for:

1. An Order granting short leave for the hearing of this motion, if necessary, or in the alternative, validating service.
2. An Order for the advice and direction of this Honourable Court with respect to the matters raised in the Second Report of the Receiver dated July 25, 2011, including:
 - (a) approving or providing further direction with respect to the Receiver's proposed allocation of the retrieval and preservation costs, including applicable Receiver's fees (the "Retrieval Costs");

- (b) approving or providing further direction with respect to the Receiver's proposed allocation of the outstanding pre-Receivership payroll source deduction obligations (the "Outstanding Source Deductions");
- (c) approving or providing further direction with respect to the Receiver's proposed Retrieval Process (the "Retrieval Process");
- (d) such further and other relief as this Honourable Court might deem just.

was heard this day at the Law Courts Building, 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Notice of Motion, the Second Report of the Receiver dated July 25, 2011, the Supplementary Material to the Second Report of the Receiver dated July 29, 2011, the Motions Brief of the Receiver, the Motions Brief of GE Canada Finance Holding Company, GE Canada Equipment Financing G.P., GE Canada Leasing Services Company, General Electric Canada Equipment Finance G.P., GE Technology Finance and GE VFS Canada Limited Partnership (collectively referred to as "GE"), the Affidavits of Service of Chantale DeBlois sworn July 28, 2011 and July 29, 2011, AND ON HEARING the submissions of counsel for the Receiver, counsel for GE, counsel for Daimler Chrysler Financial/DCFS Canada Corp. ("Daimler"), counsel for CIT Financial Ltd. ("CIT"), counsel for Reimer World Properties Corp. ("Reimer") and counsel for Beaver Truck Centre ("Beaver") and no one appearing for Stoughton Trailers, Inc. ("Stoughton") or Brookside Auto Body Ltd. ("Brookside") although duly served with notice of these proceedings;

1. THIS COURT ORDERS that the service of the Notice of Motion, the Second Report of the Receiver and the Supplementary Material to the Second Report of the Receiver upon GE, Daimler, Stoughton, CIT, Reimer, Beaver and Brookside is hereby validated so that this application was properly returnable on August 2, 2011;
2. THIS COURT ORDERS that the following creditors of the Respondent do pay to the Receiver or the Receiver do hold back from the following creditors on account of the potential liability of such creditor to Canada Revenue Agency ("CRA") for

Outstanding Source Deductions owing by the Respondent to CRA, the following sums of money, namely:

GE Canada Finance Holding Company	\$125,278.00
GE Canada Equipment Financing G.P., GE Canada Leasing Services Company, General Electric Canada Equipment Finance G.P., GE Technology Finance, GE VFS Canada Limited Partnership	\$152,036.00
Beaver	\$ 16,796.00
CIT	\$ 32,383.00
Daimler	\$ 34,716.00
Stoughton	<u>\$ 36,509.00</u>
TOTAL:	\$397,718.00

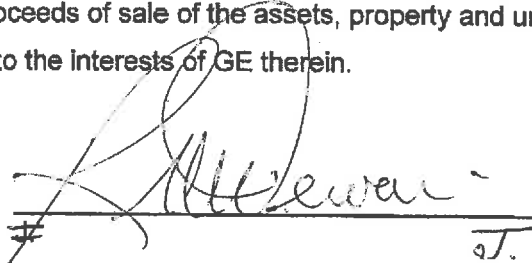
which money shall be held by the Receiver in trust pending further Order of this Honourable Court.

3. THIS COURT ORDERS that the following creditors do pay to the Receiver their share of the Retrieval Costs incurred by the Receiver calculated as follows:

GE Canada Equipment Financing G.P., GE Canada Leasing Services Company, General Electric Canada Equipment Finance G.P., GE Technology Finance, GE VFS Canada Limited Partnership including \$10,570.00 on account of garagekeepers liens (unless such liens have been discharged)	\$160,221.00
Beaver	\$ 18,963.00
CIT	\$ 19,451.00
Daimler	\$ 34,578.00
Capital Underwriters	\$ 2,222.00
Stoughton	<u>\$ 14,664.00</u>
TOTAL:	\$250,099.00

4. THIS COURT ORDERS that the Receiver shall not be required to release to any creditor the collateral secured in favour of such creditor without that creditor first paying to the Receiver the amounts allocated to such creditor for the Outstanding Source Deductions as outlined in paragraph 2 above and without paying to the Receiver such creditor's share of the Retrieval Costs outlined in paragraph 3 above and without receiving from such creditor an undertaking to pay to the Receiver such additional amount that might be owed by such creditor on account of its share of the Outstanding Source Deductions within 30 days of demand by the Receiver, failing which, interest shall accrue on such additional amount at the rate of 5% per annum commencing on a date 30 days following the date of demand by the Receiver and continuing thereafter until paid, together with the costs of the Receiver to enforce this Order to be taxed on a solicitor and his own client basis;
5. THIS COURT ORDERS that the solicitor for the Receiver shall be entitled to its fees to be taxed on a solicitor and its own client basis plus disbursements and taxes to be paid out of the proceeds of sale of the assets, property and undertaking of the Respondent in priority to the interests of GE therein.

August 12th, 2011



A handwritten signature, likely "J. Allen", is written over a horizontal line. To the left of the line is a small symbol resembling a hash or a stylized "H". To the right of the line is a small mark that looks like "J." or "J."