

**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. 1101040

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE MR.)
)
JUSTICE DEWAR) Wednesday the 8th day of June, 2011

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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THIS APPLICATION, made by GE Canada Finance Holding Company (the "Applicant"), for certain relief adjourned by Order of the Honourable Mr. Justice Dewar pronounced on Wednesday, June 1, 2011 ("Initial Order"), was heard this day at the Law Courts Building, 408 York Avenue, in The City of Winnipeg, Manitoba.

ON READING the Affidavit of David Kopchick sworn March 16, 2011, the Supplemental Affidavit of David Kopchick sworn May 31, 2011, the First Report of the Receiver dated June 7, 2011, the Affidavit of Service of Diana Hall sworn June 8, 2011, and the Affidavit of Service of Lynn Douglas sworn June 8, 2011, and on hearing the submissions of counsel for the Applicant, counsel for Daimler Chrysler Financial/DCFS Canada Corp., a secured creditor and counsel for the Receiver;

1. THIS COURT ORDERS that the service of the Initial Order pursuant to paragraph 31 of the Initial Order as described in the Affidavit of Service of Diana Hall sworn June 8, 2011 is hereby validated so that this Application is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that paragraph 3 of the Initial Order shall be amended to include the following additional powers to the Receiver:
 - a. to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$500,000; and
 - ii) with the approval of this Court in respect of any transaction in which the purchase price of the aggregate purchase price exceeds the applicable amount set out in the preceding clause,and in each such case notice under subsection 59(10) and (17) of *The Personal Property Security Act* (Manitoba) shall not be required; and
 - b. to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property.
3. THIS COURT ORDERS that the Receiver, and any secured creditor with priority over the Applicant, may come to an agreement respecting the amount of payment or security for the retrieval and preservation costs, including applicable Receiver's fees, for any particular Property, and that if the Receiver and the secured creditor are unable to agree on the

amount of the payment or security, either party may apply to the Court upon seven days notice to other and to any other party likely to be affected by the Order.

4. THIS COURT ORDERS that subject to further Order of the Court, the Receiver shall be at liberty to withhold return of any Property to secured creditors with a priority over the Applicant, until the Receiver has either been paid or received security in accordance with paragraph 3 herein.
5. THIS COURT ORDERS that any return of Property to secured creditors, other than the Applicant, shall be on reasonable notice to the Applicant and that if the Applicant disputes the amount of the payment or security to be paid, the Applicant may apply to the Court upon seven days notice to the Receiver and to any other party likely to be affected by the Order.
6. THIS COURT ORDERS that the Applicant and/or the Receiver shall be at liberty to apply to this Honourable Court for an Order that any amounts under the Receiver's Charge and/or the Receiver's Borrowing Charge are in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, retroactive to the date of the Initial Order but subject to sections 14.06(7), 81.4(4) and 81.6(2) of the *Bankruptcy and Insolvency Act*.

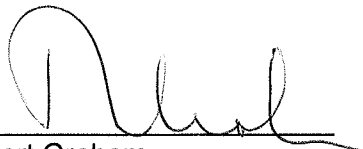
June 22 2011

R.A. DEWAR

DEWAR, J.

APPROVAL AS TO FORM:

D'ARCY & DEACON LLP

Per: 
Robert Graham
Daimler Chrysler Financial/DFS
Canada Corp.

APPROVAL AS TO FORM:

PITBLADO LLP

Per: 
Catherine Howden
Ernst & Young Inc., Receiver