

SUMMARY OF CURRENT DOCUMENT	
Name of Issuing Party or Person:	John Deere Limited and John Deere Credit Inc.
Date of Document:	7 February 2003
Summary of Order/Relief Sought or Statement of Purpose in Filing:	Reply Memorandum of Fact and Law of John Deere Limited and John Deere Credit Inc., to the Interlocutory Application (Inter Partes) of Culease Financial Services
Court Sub-File Number:	7:39

2002 01 T 0352

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

IN THE MATTER OF

A Court ordered Receivership
of Hickman Equipment (1985) Limited
("Hickman Equipment") pursuant to Rule 25
of the *Rules of the Supreme Court, 1986*
under the *Judicature Act*, RSNL 1990,
c. J-4, as amended

AND IN THE MATTER OF

the *Bankruptcy and Insolvency Act*,
RSC 1985, c. B-3, as amended.

AFFIDAVIT OF DOUGLAS A. DICKER

I, Douglas A. Dicker, of the Town of Grimsby in the Province of Ontario, make oath and say as follows:

1. That I am Division Manager of John Deere Limited, and as such have personal knowledge of the matters herein deposed.
2. That I make this Affidavit in support of a Memorandum of Fact and Law filed in the Supreme Court of Newfoundland and Labrador on behalf of John Deere Credit Inc. ("JDCI") and John Deere Limited ("JDL") (collectively "Deere") on February 7, 2003 (the "Memorandum") in reply to the Interlocutory Application (Inter Partes) of Culease Financial

Services ("Culease").

3. That the Culease Application is made in respect of the proceeds of the sale of the assets of Hickman Equipment, specifically the proceeds of the sale of the following assets:

1. John Deere 160LC Excavator	P00160X041793	("Claimed Unit #1")
2. John Deere 160LC Excavator	P00160X041792	("Claimed Unit #2")
3. John Deere 160LC Excavator	P00160X041741	("Claimed Unit #3")
4. John Deere 160LC Excavator	P00160X041555	("Claimed Unit #4")
5. John Deere 160LC Excavator	P00160X041361	("Claimed Unit #5")
6. John Deere 330LC Excavator	FF0330X080964	("Claimed Unit #6")
7. John Deere 200LC Excavator	FF0200X502017	("Claimed Unit #7")
8. John Deere 850C Dozer	T0850CX900908	("Claimed Unit #8")
9. John Deere 1050C Dozer	LU1050C005288	("Claimed Unit #9")
10. John Deere 624H 4WD Loader	DW624HX79048	("Claimed Unit #10")
11. I/R XP825 Compressor	172821	("Claimed Unit #11")
12. I/R exm350 Air Track	R10031	("Claimed Unit #12")
13. Terex Articulated Truck	74TDC7364	("Claimed Unit #13")
14. CAT D8N Dozer	STJ02858	("Claimed Unit #14")
15. CAT 320B Excavator	06CR04706	("Claimed Unit #15")
16. CAT 320B Excavator	06CR05244	("Claimed Unit #16")
17. CAT 320B Excavator	06CR05245	("Claimed Unit #17")
18. John Deere 992E Excavator	FF992EX007040	("Claimed Unit #18")

4. That with respect to Claimed Unit #11, JDL intends to rely on a shipping invoice for a 330 LC Excavator, S/N FF0330X080941 ("Claimed Unit #11 Original Collateral") from JDL to

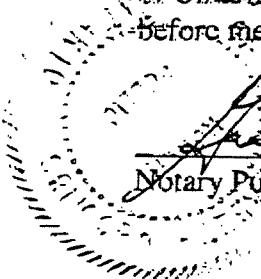
Hickman Equipment dated October 4, 2000. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.

5. That with respect to Claimed Unit #12, JDL intends to rely on a shipping invoice for a 330 LC Excavator, S/N FF0330X080941 ("Claimed Unit #12 Original Collateral") from JDL to Hickman Equipment dated October 4, 2000. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.
6. That with respect to Claimed Unit #13, JDL intends to rely on a shipping invoice for a 330 LC Excavator, S/N FF0330X080941 ("Claimed Unit #13 Original Collateral") from JDL to Hickman Equipment dated October 4, 2000. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.
7. That with respect to Claimed Unit #14, JDL intends to rely on a shipping invoice for a 330 LC Excavator, S/N FF0330X080941 ("Claimed Unit #14 Original Collateral") from JDL to Hickman Equipment dated October 4, 2000. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.
8. That with respect to Claimed Unit #15, JDL intends to rely on a shipping invoice for a 200 LC Excavator, S/N FF0200X501636 ("Claimed Unit #15 Original Collateral") from JDL to Hickman Equipment dated November 30, 2000. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.
9. That with respect to Claimed Unit #16, JDL intends to rely on a shipping invoice for a 200 LC Excavator, S/N FF0200X501636 ("Claimed Unit #16 Original Collateral") from JDL to Hickman Equipment dated November 30, 2000. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.
10. That with respect to Claimed Unit #17, JDL intends to rely on a shipping invoice for a 200 LC Excavator, S/N FF0200X501636 ("Claimed Unit #17 Original Collateral") from JDL to

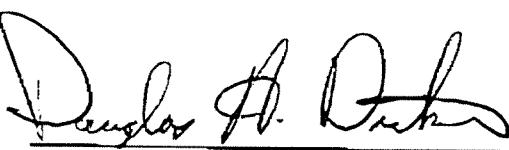
Hickman Equipment dated November 30, 2000. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.

11. That with respect to Claimed Unit #18, JDL intends to rely on a shipping invoice for a 450LC Excavator, S/N FF0450X090590 ("Claimed Unit #18 Original Collateral") from JDL to Hickman Equipment dated January 26, 2001. Attached as Exhibit "C" to this my Affidavit is a true copy of the said shipping invoice.

SWORN to at Grimsby, in the Province
of Ontario this 7th day of February, 2003,
before me:



John M. Dicker
Notary Public



Douglas A. Dicker
DOUGLAS A. DICKER

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 043355
DOCUMENT DATE : 04OCT00

PAYABLE TO: PAGE 1
JOHN DEERE LIMITED (CANADA)
GRIMSBY, ON L3M4S9

CONSIGNED TO/SOLD TO:
HICKMAN EQUIPMENT (1985) LTD
P.O. BOX B20, STA. MT. PEARL
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C6
ACCT NUMBER: 6014 DIV/TER: 43

SHIP TO: 17271
BALTIMORE DEALER WAREHOUSE
C/O DAILY EXPRESS
4035 N. POINT ROAD
BALTIMORE, MD 21222
DELIVERY POINT: BALTIMORE, MD

SHIPPED DATE: 03OCT00 SHIPPED FROM:DEERE-HITACHI CONST MACH CDR KERNERSVILLE
CARRIER: DAILY EXPRESS INC LOAD NO.: 628068 VERSION: R

"A"
This is Exhibit..... referred to in the
affidavit of... Douglas A. Dicker
sworn before me, this..... 7th
day of... February..... 2003.



A COMMISSIONER FOR TAKING AFFIDAVITS

QTY	OTY	CODES	DESCRIPTION	NET	PRICE	TOTAL
				HST	ITEMS	AMOUNT
1	1	1250FF	33DLC BASE ASSY IN JAPAN	T	227740.80	227740.80
		3300	800MM SEMI-GROUSER SHOE		IN BASE	IN BASE
		6635	800M, 1 PC		20160.00	20160.00
		7267	ARM 4.00M 13'1" W/BKT CYL		15424.50	15424.50
			MACHINE TOTAL		263325.30	263325.30
FREIGHT - CA				2	300.00	
					300.00	300.00
INVOICE TOTAL						263625.30

SERIAL NO. FF0330X080941
DEERE ENG R660E1H108764

MERCHANDISE WEIGHT: 72032 LB

SALES PROGRAM: XSTU
AUTOMATIC STOCK-UP OR
REPLENISHMENT ORDER
PER EDWARD HEAD: CHG SHIP TO
DESTINATION TO DEALER WAREHOUSE./BD
FACTORY DELIVERY DATE: 28SEP00
REQUESTED DELIVERY DATE: 28SEP00
GST/HST STATUS CODED AS T - TAXABLE,
Z - ZERO-RATED, OR E - EXEMPT. AMOUNT
PAYABLE = DOCUMENT TOTAL PLUS 7% GST/
15% HST ON ITEMS MARKED 'T' (GST/HST
AMOUNT PAYABLE WILL BE IDENTIFIED AS
DEBIT MEMO #GSTAX ON YOUR MONTHLY
STATEMENT).
GST REGISTRATION #133846758.

ADDITIONAL COMMENTS:

BILLED:04OCT00 TERMS:03+03 DUE:AUG01
MACHCD:T 12510 FACCD:FF VOL:2
CLASS CODE:
PD FOR: 15NDV00 SETT#:002140
BY:6014 QTY:001 SN:FF0330X080941
RECORD (CREDIT) #021063 DATED 20NOV00
BOOM & ARM CREDIT
SETTLED:30MAR01 SETT#:002341
BY:6014 QTY:001 SN:FF0330X080941

THIS IS A COPY OF THE ORIGINAL INVOICE
WITH ADDITIONAL COMMENTS AND/OR ADJUSTMENTS

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 050329
DOCUMENT DATE : 20NOV00

PAYABLE TO: PAGE 1
JOHN DEERE LIMITED (CANADA)
GRIMSBY, ON L3M4S6

CONSIGNER TO/SOLD TO:
HICKMAN EQUIPMENT(1985) LTD.
P.O. BOX 820, STN. MT. PEARL
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C8

ACCT NUMBER: 6014 DIV/TER: 43

SHIP TO: (6014)
HICKMAN EQUIPMENT(1985), LTD.
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C8

DELIVERY POINT: KERNERSVILLE, NC

SHIPPED DATE: 20NOV00 SHIPPED FROM:DEERE-HITACHI CONST MACH COR KERNERSVILLE
CARRIER: DEALER TRUCK LOAD NO.: B00532 VERSION: R

ORD SHP QTY	SHP QTY	CODES	DESCRIPTION	NET HST	PRICE ITEMS	TOTAL AMOUNT
1	1	5910FF	200LC EXCAVATOR	T	141172.90	141172.90
		2350	SHOE BOOM 32" TRIPLE		IN BASE	IN BASE
		6835	BOOM 1 PC W/ARM CYL & PLU		16141.30	16141.30
		7160	ARM 2.0 (9'6") WITH BKT C		9251.90	9251.90
		8180	CAB W/AIR 200L		IN BASE	IN BASE
			MACHINE TOTAL		166567.10	166567.10
			INVOICE TOTAL			166567.10

SERIAL NO. FFD200X501636
DEERE ENG PE60687119879

SALES PROGRAM: XSTR
"AUTOMATIC STOCK-UP OR
REPLENISHMENT ORDER"
FACTORY DELIVERY DATE: 04JAN01
REQUESTED DELIVERY DATE: 04JAN01
GST/HST STATUS CODED AS T - TAXABLE.
Z - ZERO-RATED, OR E - EXEMPT. AMOUNT
PAYABLE = DOCUMENT TOTAL PLUS 7% GST/
15% HST ON ITEMS MARKED 'T' (GST/HST
AMOUNT PAYABLE WILL BE IDENTIFIED AS
DEBIT MEMO #GSTAX ON YOUR MONTHLY
STATEMENT).
GST REGISTRATION #133846756.

MERCHANDISE WEIGHT: 4522P LB

ADDITIONAL COMMENTS:

BILLED:20NOV00 TERMS:03+03 DUE:OCT01
MACHCD:T 59100 FACC0:FF VOL:Z
CLASS CODE:
PO FDR: 180EC00 SETT#:#0022DB
BY:6014 OTY:001 SM:FF0200X501636
SETTLED:31MAY01 SETT#:#002435
BY:6014 OTY:001 SM:FF0200X501636

THIS IS A COPY OF THE ORIGINAL INVOICE
WITH ADDITIONAL COMMENTS AND/OR ADJUSTMENTS

"B"
This is Exhibit referred to in the
affidavit of Douglas A. Dicker
sworn before me, this 7th
day of February 2003


A COMMISSIONER FOR TAKING AFFIDAVITS

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 050570
DOCUMENT DATE : 26JAN01

PAYABLE TO: JOHN DEERE LIMITED (CANADA)
PAGE 1
GRIMSBY, ON L3M4S9

CONSIGNMENT TO/SOLD TO:
HICKMAN EQUIPMENT(1985) LTD.
P.O. BOX 820, STN. MT. PEARL
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C8
ACCT NUMBER: 6014 DIV/TER: 43
SHIP TO: (1727)
BALTIMORE DEALER WAREHOUSE
C/O DAILY EXPRESS
4035 H. POINT ROAD
BALTIMORE, MD 21222
DELIVERY POINT: BALTIMORE, MD

SHIPPED DATE: 26JAN01 SHIPPED FROM:DEERE-HITACHI CONST MACH COR KERNERSVILLE
CARRIER: DAILY EXPRESS INC LOAD NO.: 881732 VERSION: R

ORD SHP		NET	PRICE	TOTAL	
OTY QTY	CODES	HST	ITEMS	EACH	AMOUNT
1	1 5920FF	T		311455.20	311455.20
	2625		IN BASE	IN BASE	
	3350		IN BASE	IN BASE	
	6835		46270.00	46270.00	
	7250		24586.10	24586.10	
			MACHINE TOTAL		382311.30 382311.30
	FREIGHT - CA	Z	753.85		
			753.85		753.85
	INVOICE TOTAL				383065.15

SERIAL NO. FFD450X090590
DEERE ENG RG6101A509487

SALES PROGRAM: XSTR
"AUTOMATIC STOCK-UP OR
REPLENISHMENT ORDER"

MERCHANDISE WEIGHT: 96565 LB

PER EDWARD HEAD: CHG SHIP TO
DESTINATION TO DEALER WAREHOUSE./80
FACTORY DELIVERY DATE: 29JAN01
REQUESTED DELIVERY DATE: 29JAN01
GST/HST STATUS CODED AS T - TAXABLE,
Z - ZERO-RATED, OR E - EXEMPT. AMOUNT
PAYABLE = DOCUMENT TOTAL PLUS 7% GST/
15% HST ON ITEMS MARKED 'T' (GST/HST
AMOUNT PAYABLE WILL BE IDENTIFIED AS
DEBIT MEMO #GSTAX ON YOUR MONTHLY
STATEMENT).
GST REGISTRATION #13384675B.

ADDITIONAL COMMENTS:

BILLED:26JAN01 TERMS:03+03 DUE:MOV01
MACHCD:T 59200 FACC0:FF VOL:Z
CLASS CODE:
PO FDR: 15FEB01 SETT#0:002291
BY:6014 QTY:001 SN:FFD450X090590
SETTLED:12APR01 SETT#0:002364
BY:6014 QTY:001 SN:FFD450X090590

THIS IS A COPY OF THE ORIGINAL INVOICE
WITH ADDITIONAL COMMENTS AND/OR ADJUSTMENTS

"C"
This is Exhibit *"C"* referred to in the
affidavit of *Douglas A. Disker*,
sworn before me, this *7th*
day of *February*, *2003*.

[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS