

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	5TJ02858	("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.

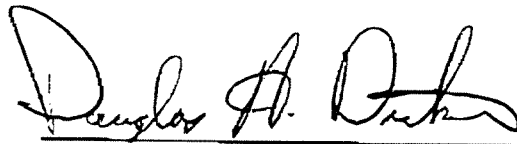
5. That with respect to Claimed Unit #12, JDL intends to rely on a shipping invoice for a 330 LC Excavator, S/N FF0330X080941 ("Claimed Unit #12 Original Collateral") from JDL to Hickman Equipment dated October 4, 2000. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping 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:


Notary Public


DOUGLAS A. DICKER

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 043399
DOCUMENT DATE : 040CT00

PAYABLE TO: PAGE 1
JOHN DEERE LIMITED (CANADA)
GRIMSBY, ON L3M4S8

CONSIGNEE TO/TO/TO:
HICKMAN EQUIPMENT (1985) LTD
P.O. BOX 820, STA. MT. PEARL
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C6
ACCT NUMBER: 6014 DIV/TER: 43

SHIP TO: (1727)
BALTIMORE DEALER WAREHOUSE
C/O DAILY EXPRESS
4035 N. POINT ROAD
BALTIMORE, MD 21222
DELIVERY POINT: BALTIMORE, MD

SHIPPED DATE: 030CT00 SHIPPED FROM: DEERE-HITACHI CONST MACH COR KERNERSVILLE
CARRIER: DAILY EXPRESS INC LOAD NO.: 628068 VERSION: R

QTY	QTY	CODES	DESCRIPTION	HST	NET ITEMS	PRICE EACH	TOTAL AMOUNT
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1	1	1250FF	330LC BASE ASSY IN JAPAN	T		227740.80	227740.80
		3300	BOOM SEMI-GROUSER SHOE			IN BASE	IN BASE
		6635	BOOM, 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 R660B1H108764
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.
2 - 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: 040CT00 TERMS: 03+03 DUE: AUG01
MACHCD: T 12510 FACCD: FF VOL: 2
CLASS CODE:
PD FOR: 15NOV00 SETT#: 002140
BY: 6014 QTY: 001 SN: FF0330X080941
RECORD (CREDIT) 00210B3 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

"A"
This is Exhibit referred to in the
affidavit of Douglas A. Decker
sworn before me, this 7th
day of February 2003.
A COMMISSIONER FOR TAKING AFFIDAVITS

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 050389
DOCUMENT DATE : 30NOV00

PAYABLE TO: PAGE 1
JOHN DEERE LIMITED (CANADA;
GRINSBY, ON L3M4S5

CONSIGNEE TO/SOLD TO:
HICKMAN EQUIPMENT(1965) LTD.
P.O. BOX 820, STN. MT. PEARL
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C8

SHIP TO: (6014)
HICKMAN EQUIPMENT(1965, LTD.
TOPSAIL ROAD WEST
MT. PEARL, NF A1N3C8

ACCT NUMBER: 6014 DIV/TER: 43

DELIVERY POINT: KERNERSVILLE, NC

SHIPPED DATE: 30NOV00 SHIPPED FROM: DEERE-HITACHI CONST MACH COR KERNERSVILLE
CARRIER: DEALER TRUCK LOAD NO.: B00532 VERSION: R

ORD SHP				NET	PRICE	TOTAL
QTY	QTY	CODES	DESCRIPTION	HST	ITEMS EACH	AMOUNT
1	1	5910FF	200LC EXCAVATOR	T	141173.90	141173.90
		3350	SHOE BOOM 32" TRIPLE		IN BASE IN BASE	
		6825	BOOM 1 PC W/ARM CYL & PLU		16141.30	16141.30
		7160	ARM 2.9 (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 PE6068T119879

MERCHANDISE WEIGHT: 45228 LB

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 #133846758.

ADDITIONAL COMMENTS:

BILLED: 30NOV00 TERMS: 03*03 DUE: OCT01
MACHCD: T 59100 FACCD: FF VOL: 2
CLASS CODE:
PD FOR: 180ECDD SETT#: 002208
BY: 6014 QTY: 001 SN: FFD200X501636
SETTLED: 31MAY01 SETT#: 002435
BY: 6014 QTY: 001 SN: FFD200X501636

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

This is Exhibit "B" referred to in the
affidavit of Douglas A. Dicker
sworn before me, this 7th
day of February, 2003.
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

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

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

PAGE 1

CONSIGNEE TO/SOLD TO:
HICKMAN EQUIPMENT(1985) LTD.
P.O. BOX 820, STM. 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 N. 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	QTY	QTY	CODES	DESCRIPTION	HST	NET ITEMS	PRICE EACH	TOTAL AMOUNT
	1	1	5920FF	450LC BASE EXCAVATOR	T		311455.20	311455.20
			2625	STD MAINFRAME & CMT			1M BASE	1M BASE
			3350	900MM TRACK SHOES			1M BASE	1M BASE
			6835	STANDARD BOOM			46270.00	46270.00
			7250	3.9 ARM 450LC			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
MERCHANDISE WEIGHT: 96585 LB

SALES PROGRAM: XSTR
"AUTOMATIC STOCK-UP OR
REPLENISHMENT ORDER"
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 #133846758.

ADDITIONAL COMMENTS:

BILLED: 26JAN01 TERMS: 03+03 DUE: NOV01
MACHCD: T 59200 FACCD: FF VOL: Z
CLASS CODE:
PO FOR: 15FEB01 SETT#: 002291
BY: 6014 QTY: 001 SN: FFD450X090590
SETTLED: 12APR01 SETT#: 002364
BY: 6014 QTY: 001 SN: FFD450X090590

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

This is Exhibit "C" referred to in the
affidavit of Douglas A. Disko
sworn before me, this 7th
day of February, 2003
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS