

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 Royal Bank of Canada
Court Sub-File Number:	7:27 and 7:43

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 Royal Bank of Canada ("RBC").
3. That the RBC 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. | CAT 320B Excavator | 06CR04706 | ("Claimed Unit #1") |
| 2. | CAT 320B Excavator | 06CR05244 | ("Claimed Unit #2") |
| 3. | CAT 320B Excavator | 06CR05245 | ("Claimed Unit #3") |
| 4. | IR XP825 Compressor | 172821 | ("Claimed Unit #4") |
| 5. | IR EXM350 Air Track | 10031 | ("Claimed Unit #5") |
| 6. | CAT D8N Dozer | 5TJ02858 | ("Claimed Unit #6") |
| 7. | Terex Articulated Truck | 74TDC7364 | ("Claimed Unit #7") |

4. That with respect to Claimed Unit #1, JDL intends to rely on a shipping invoice for a 200LC Excavator S/N FF0200X501676 ("Claimed Unit #1 Original Collateral") from JDL to Hickman Equipment dated February 2, 2001. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.

5. That with respect to Claimed Unit #2, JDL intends to rely on a shipping invoice for a 200LC Excavator S/N FF0200X501676 ("Claimed Unit #1 Original Collateral") from JDL to Hickman Equipment dated February 2, 2001. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.

6. That with respect to Claimed Unit #3, JDL intends to rely on a shipping invoice for a 200LC Excavator S/N FF0200X501676 ("Claimed Unit #2 Original Collateral") from JDL to Hickman Equipment dated February 2, 2001. Attached as Exhibit "A" to this my Affidavit is a true copy of the said shipping invoice.

7. That with respect to Claimed Unit #4, JDL intends to rely on a shipping invoice for a 850C Dozer, S/N T0850CX896776 ("Claimed Unit #4 Original Collateral") from JDL to Hickman Equipment dated March 16, 2001. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.

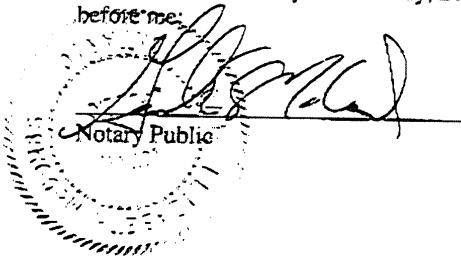
8. That with respect to Claimed Unit #5, JDL intends to rely on a shipping invoice for a 850C Dozer, S/N T0850CX896776 ("Claimed Unit #5 Original Collateral") from JDL to Hickman

Equipment dated March 16, 2001. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.

9. That with respect to Claimed Unit #6, JDL intends to rely on a shipping invoice for a 850C Dozer, S/N T0850CX896776 ("Claimed Unit #6 Original Collateral") from JDL to Hickman Equipment dated March 16, 2001. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.

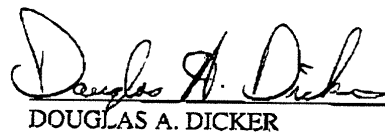
10. That with respect to Claimed Unit #7, JDL intends to rely on a shipping invoice for a 850C Dozer, S/N T0850CX896776 ("Claimed Unit #7 Original Collateral") from JDL to Hickman Equipment dated March 16, 2001. Attached as Exhibit "B" to this my Affidavit is a true copy of the said shipping invoice.

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



A circular notary seal for a Notary Public in Ontario is visible. Overlaid on the seal is a handwritten signature in black ink.

Notary Public



A handwritten signature in black ink, which appears to read "Douglas A. Dicker", is written over a horizontal line.

DOUGLAS A. DICKER

COMPLETE GOODS INVOICE
DOCUMENT NUMBER: 050808
DOCUMENT DATE : 02FEB01

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

CONSIGNEE 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:
DELIVERY POINT: KERNERSVILLE, NC

SHIPPED DATE: 02FEB01 SHIPPED FROM: DEERE-HITACHI CONST MACH COR KERNERSVILLE
CARRIER: DEALER TRUCK LOAD NO.: 914902 VERSION: R

QTY	QTY	CODES	DESCRIPTION	HST	NET	PRICE	TOTAL
					ITEMS	EACH	AMOUNT
1	1	5910FF	200LC EXCAVATOR	T		141173.90	141173.90
		3350	SHOE 800MM 32" TRIPLE			IN BASE	IN BASE
		6835	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. FF0200X501676
DEERE ENG PE606BT119930
MERCHANDISE WEIGHT: 45228 LB

SALES PROGRAM: XSTR
"AUTOMATIC STOCK-UP OR
REPLENISHMENT ORDER"
FACTORY DELIVERY DATE: 22FEB01
REQUESTED DELIVERY DATE: 22FEB01
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: 02FEB01 TERMS: 03+03 DUE: DEC01
MACHCD: 7 59100 FACCD: FF VOL: Z
CLASS CODE:
PD FOR: 15MAR01 SETT#: 002320
BY: 6014 QTY: 001 SN: FF0200X501676
SETTLED: 31MAY01 SETT#: 002435
BY: 6014 QTY: 001 SN: FF0200X501676

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

This is Exhibit "A" 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: 051510
DOCUMENT DATE : 16MAR01

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

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

SHIP TO:
DELIVERY POINT: DUBUQUE, IA

ACCT NUMBER: 6014 DIV/TER: 43

SHIPPED DATE: 16MAR01 SHIPPED FROM: J.D. DUBUQUE WORKS DUBUQUE
CARRIER: DEALER TRUCK LOAD NO.: 033420 VERSION: R

ORD SHP	QTY	QTY	CODES	DESCRIPTION	HST	NET ITEMS	PRICE EACH	TOTAL AMOUNT
1	1	78507		850C CRAWLER DOZER	T		180973.50	180973.50
		1035		PUSHBEAM 74" GAUGE (LT)			14959.50	14959.50
		3175		THREE SPOOL VALVE W/ 2 LE			1679.25	1679.25
		4045		24" AT223745 HD/EXTREME D			1703.25	1703.25
		5085		CAB W/PRESSURIZER & AIR			18240.00	18240.00
		7075		DEL CLOTH SUS SEAT W/ 3"8				
		9025		WORK LIGHTS			661.50	661.50
		9085		ENVIRONMENTAL FLUID DRAIN			231.00	231.00
		9070		TRANS DIAGNOSTIC TEST KIT			418.50	418.50
		9150		ROCK GUARD			2198.25	2198.25
		9245		LESS HD COUNTERWEIGHT			-1329.75	-1329.75
				MACHINE TOTAL			219735.00	219735.00

INVOICE TOTAL 219735.00

SERIAL NO. T0850CX896776
DEERE ENG RG608JA1289B1

MERCHANDISE WEIGHT: 37007 LB

CUSTOMER NO.: C001233

RETAIL CUSTOMER INFORMATION:
RETAIL DATE 02MAR01
MODERN PAYING LTD
P.O. BOX 580
GOULDS MF A1S 1G6
PURCHASE ORDER # C001233
PREFERRED DELIVERY 02MAR01

SALES PROGRAM: XRTL
TERMS CODE 2
FACTORY DELIVERY DATE: 16MAR01
REQUESTED DELIVERY DATE: 16MAR01
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:

ORDER PLACED THRU JDMINT.

BILLED: 16MAR01 TERMS: FINAL DUE: MAY01
MACHCD: T 78500 FACCD: T3 VOL: Z
CLASS CODE:
PD FOR: 29MAR01 SETT#: 002336
BT: 6014 QTY: 001 SN: T0850CX896776
SETTLED: 30MAR01 SETT#: 002341
BY: 6014 QTY: 001 SN: T0850CX896776

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
John P. Conlan
A COMMISSIONER FOR TAKING AFFIDAVITS