

<i>SUMMARY OF CURRENT DOCUMENT</i>	
Name of Issuing Party or Person:	John Deere Limited and John Deere Credit Inc.
Date of Document:	16 October 2002
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 various Interlocutory Applications (Inter Partes)
Court Sub-File Number:	7:05, 7:24, 7:25, 7:26, 7:27, 7:28, 7:33, 7:33A, 7:34, 7:36, 7:37, 7:38, 7:39, 7:42, 7:43, 7:45, 7:47, 7:49 and 7:50

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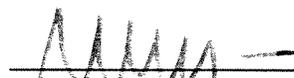
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

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
Ernest G. Reid, Q.C.
(JDCI)

I hereby certify this to be a true and exact copy of the Affidavit of Ernest G. Reid, Q.C., previously submitted to the Trustee.


Maureen E. Ryan

Michael F. Harrington, Q.C.
Solicitors for John Deere Limited and
John Deere Credit Inc.
Whose address for service is:
P.O. Box 5038
Suite 1100, Cabot Place
100 New Gower Street
St. John's, NL A1C 5V3

AFFIDAVIT OF ERNEST G. REID, Q.C.

I, Ernest G. Reid, Q.C., of the City of St. John's, in the Province of Newfoundland and Labrador, make oath and say as follows:

1. **THAT** I am a partner with Stewart McKelvey Stirling Scales, counsel for John Deere Credit Inc. ("Deere") and as such have personal knowledge of the facts and things deposed to herein unless otherwise stated.

2. **THAT** on December 14, 1999, pursuant to Section 35(2) of the **Personal Property Security Act**, the following notices, true copies of which are attached as Exhibits to this Affidavit, were sent by registered mail to the prior-registered secured creditors of Hickman Equipment (1985) Limited, whose security interest encompassed or could have encompassed inventory and accounts:

Exhibit "A" - PMSI Notice from Ernest G. Reid, Stewart McKelvey Stirling Scales to General Motors Acceptance Corporation of Canada, Limited, dated December 14, 1999;

Exhibit "B" - PMSI Notice from Ernest G. Reid, Stewart McKelvey Stirling Scales to CIBC Equipment Finance Limited, dated December 14, 1999;

Exhibit "C" - PMSI Notice from Ernest G. Reid, Stewart McKelvey Stirling Scales to Canadian Imperial Bank of Commerce, dated December 14, 1999;

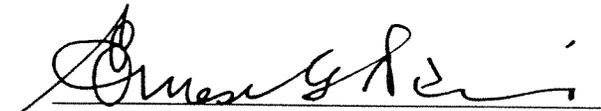
Exhibit "D" - PMSI Notice from Ernest G. Reid, Stewart McKelvey Stirling Scales to ABN AMRO Leasing, a Division of ABN AMRO Bank Canada, dated December 14, 1999; and

Exhibit "E" - PMSI Notice from Ernest G. Reid, Stewart McKelvey Stirling Scales to Bombardier Capital Leasing Ltd., dated December 14, 1999.

SWORN TO at St. John's, in the Province of Newfoundland and Labrador, this 16th day of October, 2002, before me:



A Baunster (N)



ERNEST G. REID, Q.C.

Cabot Place
Suite 1100
100 New Gower Street
St. John's, Nfld
Canada A1C 6K3

Correspondence:
P.O. Box 5038
St. John's, Nfld
Canada A1C 5V3

Telephone: 709.722.4270
Fax: 709.722.4565
st-johns@smss.com
www.smss.com

Ernest G. Reid, Q.C.
Direct Dial: 709.570.8825
creid@smss.com

JOHN DEERE CREDIT INC.

PURCHASE MONEY SECURITY INTEREST NOTICE

BY REGISTERED MAIL

Mr. Guy Brocks
General Motors Acceptance Corporation of Canada, Limited
255 Lacewood Drive, Suite 210
Halifax, NS
B3M 4G2

General Motors Acceptance Corporation of Canada, Limited
Suite 310
455 Fenelon Blvd.
Dorval, Quebec
H9S 5K1

This is Exhibit "A" referred to in the
Affidavit of Ernest G. Reid
Sworn or affirmed before me this *16th*
day of *October* **A.D., 2002**

[Signature]
A. Baunster (Y)

Re: **HICKMAN EQUIPMENT (1985) LIMITED** (the "Debtor")

John Deere Credit Inc. ("Secured Party") has registered a Financing Statement under the *Personal Property Security Act* bearing registration number 5504 and hereby notifies you that it has acquired or expects to acquire a Purchase Money Security Interest in inventory of the Debtor which is supplied from time to time by the Secured Party to the Debtor including:

All present and after-acquired goods, supplied by the secured party to the debtor or supplied to the debtor by others and financed by the secured party, whether held as inventory or otherwise, all present and after-acquired chattel paper, accounts, all money, securities, instruments and intangibles held in or representing the same, together with all attachments, accessories, accessions, replacements, substitutions, additions and improvements thereto and all proceeds of the foregoing in any form, including goods, documents of title, chattel paper, securities, instruments, money and intangibles derived directly or indirectly from any dealing with the collateral and a right to an insurance payment or any other payment that indemnifies or

compensates for loss or damage to the collateral or the proceeds of the collateral.

This Notice is provided to you pursuant to Section 35(2) of the *Personal Property Security Act*.

DATED this 14TH day of December, 1999.

STEWART McKELVEY STIRLING SCALES

SOLICITORS FOR JOHN DEERE CREDIT INC.

Per:



ERNEST G. REID, Q.C.

Cabot Place
Suite 1100
100 New Gower Street
St. John's, Nfld
Canada A1C 6K3

Correspondence:
P.O. Box 5038
St. John's, Nfld
Canada A1C 5V3

Telephone: 709.722.4270
Fax: 709.722.4565
st-johns@smss.com
www.smss.com

Ernest G. Reid, Q.C.
Direct Dial: 709.570.8825
ereid@smss.com

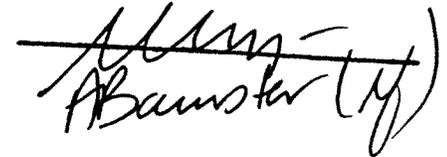
JOHN DEERE CREDIT INC.

PURCHASE MONEY SECURITY INTEREST NOTICE

BY REGISTERED MAIL

Mr. Don MacKinnon
CIBC Equipment Finance Limited
1809 Barrington St., Suite 1500
P. O. Box 1665
Halifax, NS
B3J 3A3

**This is Exhibit "B" referred to in the
Affidavit of Ernest G. Reid
Sworn or affirmed before me this 16th
day of October A.D., 2002**


A. Baunster (N)

Re: **HICKMAN EQUIPMENT (1985) LIMITED** (the "Debtor")

John Deere Credit Inc. ("Secured Party") has registered a Financing Statement under the *Personal Property Security Act* bearing registration number 5504 and hereby notifies you that it has acquired or expects to acquire a Purchase Money Security Interest in inventory of the Debtor which is supplied from time to time by the Secured Party to the Debtor including:

All present and after-acquired goods, supplied by the secured party to the debtor or supplied to the debtor by others and financed by the secured party, whether held as inventory or otherwise, all present and after-acquired chattel paper, accounts, all money, securities, instruments and intangibles held in or representing the same, together with all attachments, accessories, accessions, replacements, substitutions, additions and improvements thereto and all proceeds of the foregoing in any form, including goods, documents of title, chattel paper, securities, instruments, money and intangibles derived directly or indirectly from any dealing with the collateral and a right to an insurance payment or any other payment that indemnifies or compensates for loss or damage to the collateral or the proceeds of the collateral.

This Notice is provided to you pursuant to Section 35(2) of the *Personal Property Security Act*.

DATED this 14TH day of December, 1999.

STEWART McKELVEY STIRLING SCALES
SOLICITORS FOR JOHN DEERE CREDIT INC.

Per: 

ERNEST G. REID, Q.C.

Cabot Place
Suite 1100
100 New Gower Street
St. John's, Nfld
Canada A1C 6K3

Correspondence:
P.O. Box 5038
St. John's, Nfld
Canada A1C 5V3

Telephone: 709.722.4270
Fax: 709.722.4565
st-johns@smss.com
www.smss.com

Ernest G. Reid, Q.C.
Direct Dial: 709.570.8825
ereid@smss.com

JOHN DEERE CREDIT INC.

PURCHASE MONEY SECURITY INTEREST NOTICE

BY REGISTERED MAIL

Mr. Brian Hinchey
Director of Corporate Banking
Canadian Imperial Bank of Commerce
Atlantic Place, Water Street
P. O. Box 340
St. John's, NF
A1C 5J9

This is Exhibit "C" referred to in the
Affidavit of Ernest G. Reid
Sworn or affirmed before me this *16th*
day of *October* A.D., *2002*

[Signature]
Abunster (y)

Re: **HICKMAN EQUIPMENT (1985) LIMITED** (the "Debtor")

John Deere Credit Inc. ("Secured Party") has registered a Financing Statement under the *Personal Property Security Act* bearing registration number 5504 and hereby notifies you that it has acquired or expects to acquire a Purchase Money Security Interest in inventory of the Debtor which is supplied from time to time by the Secured Party to the Debtor including:

All present and after-acquired goods, supplied by the secured party to the debtor or supplied to the debtor by others and financed by the secured party, whether held as inventory or otherwise, all present and after-acquired chattel paper, accounts, all money, securities, instruments and intangibles held in or representing the same, together with all attachments, accessories, accessions, replacements, substitutions, additions and improvements thereto and all proceeds of the foregoing in any form, including goods, documents of title, chattel paper, securities, instruments, money and intangibles derived directly or indirectly from any dealing with the collateral and a right to an insurance payment or any other payment that indemnifies or compensates for loss or damage to the collateral or the proceeds of the collateral.

This Notice is provided to you pursuant to Section 35(2) of the *Personal Property Security Act*.

DATED this 14TH day of December, 1999.

STEWART McKELVEY STIRLING SCALES
SOLICITORS FOR JOHN DEERE CREDIT INC.

Per: 
ERNEST G. REID, Q.C.

Cabot Place
Suite 1100
100 New Gower Street
St. John's, Nfld
Canada A1C 6K3

Correspondence:
P.O. Box 5038
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st-johns@smss.com
www.smss.com

Ernest G. Reid, Q.C.
Direct Dial: 709.570.8825
creid@smss.com

JOHN DEERE CREDIT INC.

PURCHASE MONEY SECURITY INTEREST NOTICE

BY REGISTERED MAIL

ABN AMRO Leasing, a Division of ABN AMRO Bank Canada
5515 North Service Road
Burlington, ON
L7L 6G4

This is Exhibit "D" referred to in the
Affidavit of Ernest G. Reid
Sworn or affirmed before me this
day of *October* A.D., *2002* *16th*
[Signature]
A.B. Anstey (Y)

Re: HICKMAN EQUIPMENT (1985) LIMITED (the "Debtor")

John Deere Credit Inc. ("Secured Party") has registered a Financing Statement under the *Personal Property Security Act* bearing registration number 5504 and hereby notifies you that it has acquired or expects to acquire a Purchase Money Security Interest in inventory of the Debtor which is supplied from time to time by the Secured Party to the Debtor including:

All present and after-acquired goods, supplied by the secured party to the debtor or supplied to the debtor by others and financed by the secured party, whether held as inventory or otherwise, all present and after-acquired chattel paper, accounts, all money, securities, instruments and intangibles held in or representing the same, together with all attachments, accessories, accessions, replacements, substitutions, additions and improvements thereto and all proceeds of the foregoing in any form, including goods, documents of title, chattel paper, securities, instruments, money and intangibles derived directly or indirectly from any dealing with the collateral and a right to an insurance payment or any other payment that indemnifies or compensates for loss or damage to the collateral or the proceeds of the collateral.

December 17, 1999

Page 2

This Notice is provided to you pursuant to Section 35(2) of the *Personal Property Security Act*.

DATED this 14TH day of December, 1999.

STEWART McKELVEY STIRLING SCALES

SOLICITORS FOR JOHN DEERE CREDIT INC.

Per:



ERNEST G. REID, Q.C.

Cabot Place
Suite 1100
100 New Gower Street
St. John's, Nfld
Canada A1C 6K3

Correspondence:
P.O. Box 5038
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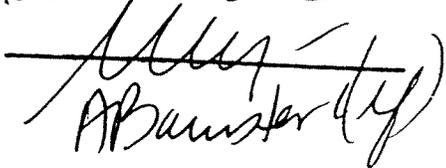
JOHN DEERE CREDIT INC.

PURCHASE MONEY SECURITY INTEREST NOTICE

BY REGISTERED MAIL

Mr. Marc Cormier
Bombardier Capital Leasing Ltd.
440 King Street, Kings Place
Suite 601, King Tower
Fredericton, NB
E3B 5H8

This is Exhibit "E" referred to in the
Affidavit of Ernest E. Reid
Sworn or affirmed before me this 16th
day of October A.D., 2002


A. Baunister (y)

Re: HICKMAN EQUIPMENT (1985) LIMITED (the "Debtor")

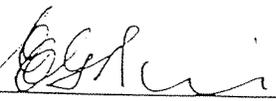
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All present and after-acquired goods, supplied by the secured party to the debtor or supplied to the debtor by others and financed by the secured party, whether held as inventory or otherwise, all present and after-acquired chattel paper, accounts, all money, securities, instruments and intangibles held in or representing the same, together with all attachments, accessories, accessions, replacements, substitutions, additions and improvements thereto and all proceeds of the foregoing in any form, including goods, documents of title, chattel paper, securities, instruments, money and intangibles derived directly or indirectly from any dealing with the collateral and a right to an insurance payment or any other payment that indemnifies or compensates for loss or damage to the collateral or the proceeds of the collateral.

This Notice is provided to you pursuant to Section 35(2) of the *Personal Property Security Act*.

DATED this 14TH day of December, 1999.

STEWART McKELVEY STIRLING SCALES
SOLICITORS FOR JOHN DEERE CREDIT INC.

Per: 
ERNEST G. REID, Q.C.