

SUMMARY OF CURRENT DOCUMENT

Name of Issuing Party of Person	ABN-AMRO Leasing ("AAL"), a Division of ABN-AMRO Bank N. V., Canada Branch																																																																														
Date of Document	07 February 2003																																																																														
Summary of Order/Relief Sought or Statement of Purpose in Filing	<ul style="list-style-type: none"> • Objection by AAL to Interlocutory Application of General Motors Acceptance Corporation of Canada, Limited ("GMAC") • AAL objects to the priority and entitlement of GMAC to the proceeds from the sale of the following assets of Hickman Equipment: <table style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Stock #</th> <th style="text-align: left;">Make</th> <th style="text-align: left;">Serial #</th> <th style="text-align: right;">Proceeds</th> </tr> </thead> <tbody> <tr> <td>C001401</td> <td>Valmet Forwarder</td> <td>8608220</td> <td style="text-align: right;">\$30,000.00</td> </tr> <tr> <td>C001045</td> <td>Valmet Harvester</td> <td>911C4019</td> <td style="text-align: right;">\$50,000.00</td> </tr> <tr> <td>C001396</td> <td>John Deere Excavator</td> <td>FF892EX011686</td> <td style="text-align: right;">\$40,000.00</td> </tr> <tr> <td>A475</td> <td>Tapio Harvesting Head</td> <td>N/A</td> <td style="text-align: right;">\$ 3,500.00</td> </tr> <tr> <td>N1603</td> <td>John Deere Excavator</td> <td>FF892EX007239</td> <td style="text-align: right;">\$40,000.00</td> </tr> <tr> <td>C001493</td> <td>Fabtek Forwarder</td> <td>544B032885899</td> <td style="text-align: right;">\$65,000.00</td> </tr> <tr> <td>C001290</td> <td>Poulin Screen Plant</td> <td>2SAAQQ19810285884</td> <td style="text-align: right;">\$41,000.00</td> </tr> <tr> <td>C001291</td> <td>Poulin Radial Stacker</td> <td>2SAAQQ19705139895</td> <td></td> </tr> <tr> <td></td> <td colspan="2">(both sold as one lot for \$41,000.00)</td> <td></td> </tr> <tr> <td>C001567</td> <td>Hitachi Excavator</td> <td>1585928</td> <td style="text-align: right;">\$30,000.00</td> </tr> <tr> <td>C000401</td> <td>John Deere Dozer</td> <td>T0450HX874682</td> <td style="text-align: right;">\$60,000.00</td> </tr> <tr> <td>C001614</td> <td>Int'l TD 15C Dozer</td> <td>6349</td> <td style="text-align: right;">\$11,000.00</td> </tr> <tr> <td>C000285</td> <td>John Deere Excavator</td> <td>FF892EX011283</td> <td style="text-align: right;">\$40,000.00</td> </tr> <tr> <td>C001158</td> <td>John Deere Dozer</td> <td>T0450GX809815</td> <td style="text-align: right;">\$57,500.00</td> </tr> <tr> <td>C001159</td> <td>John Deere Motor Grader</td> <td>DW772CH567061</td> <td style="text-align: right;">\$95,000.00</td> </tr> <tr> <td>C001364</td> <td>Komatsu Excavator</td> <td>C10514</td> <td style="text-align: right;">\$65,000.00</td> </tr> <tr> <td></td> <td colspan="2">And Logmax Harvesting Head 734</td> <td></td> </tr> <tr> <td></td> <td colspan="2">(both sold as one lot for \$65,000.00)</td> <td></td> </tr> </tbody> </table>			Stock #	Make	Serial #	Proceeds	C001401	Valmet Forwarder	8608220	\$30,000.00	C001045	Valmet Harvester	911C4019	\$50,000.00	C001396	John Deere Excavator	FF892EX011686	\$40,000.00	A475	Tapio Harvesting Head	N/A	\$ 3,500.00	N1603	John Deere Excavator	FF892EX007239	\$40,000.00	C001493	Fabtek Forwarder	544B032885899	\$65,000.00	C001290	Poulin Screen Plant	2SAAQQ19810285884	\$41,000.00	C001291	Poulin Radial Stacker	2SAAQQ19705139895			(both sold as one lot for \$41,000.00)			C001567	Hitachi Excavator	1585928	\$30,000.00	C000401	John Deere Dozer	T0450HX874682	\$60,000.00	C001614	Int'l TD 15C Dozer	6349	\$11,000.00	C000285	John Deere Excavator	FF892EX011283	\$40,000.00	C001158	John Deere Dozer	T0450GX809815	\$57,500.00	C001159	John Deere Motor Grader	DW772CH567061	\$95,000.00	C001364	Komatsu Excavator	C10514	\$65,000.00		And Logmax Harvesting Head 734				(both sold as one lot for \$65,000.00)		
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Court Sub-File Number	7:34																																																																														

2002 01 T0352

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR TRIAL DIVISION

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*, R.S.N.L. 1990, c. J-4, as amended

AND IN THE MATTER OF the *Bankruptcy and Insolvency Act*, Chapter B-3 of the Revised Statutes of Canada, 1985, as amended (the "BIA")

OBJECTION

The Objection of AAL says that:

1. AAL objects to an order that the Receiver pay the proceeds from the sale of the following assets of Hickman Equipment to GMAC, being AAL Units referred to in the Application of AAL filed in Court Sub-File 7:24:

AAL Unit #	Stock #	Make	Serial #	Proceeds
1.	C001401	Valmet Forwarder	8608220	\$30,000.00
2.	C001045	Valmet Harvester	911C4019	\$50,000.00
3.	C001396	John Deere Excavator	FF892EX011686	\$40,000.00
4.	A475	Tapio Harvesting Head	N/A	\$ 3,500.00
5.	N1603	John Deere Excavator	FF892EX007239	\$40,000.00
6.	C001493	Fabtek Forwarder	544B032885899	\$65,000.00
7.	C001290	Poulin Screen Plant	2SAAQQ19810285884	\$41,000.00
8.	C001291	Poulin Radial Stacker	2SAAQQ19705139895	
		(both sold as one lot for \$41,000.00)		
9.	C001567	Hitachi Excavator	1585928	\$30,000.00
10.	C000401	John Deere Dozer	T0450HX874682	\$60,000.00
11.	C001614	Int'l TD 15C Dozer	6349	\$11,000.00
12.	C000285	John Deere Excavator	FF892EX011283	\$40,000.00
13.	C001158	John Deere Dozer	T0450GX809815	\$57,500.00
14.	C001159	John Deere Motor Grader	DW772CH567061	\$95,000.00
15.	C001364	Komatsu Excavator	C10514	\$65,000.00
		And Lognax Harvesting Head 734		
		(both sold as one lot for \$65,000.00)		

2. AAL has a secured interest in AAL Unit #s 1-15.

3. AAL claims a first priority and entitlement, *vis-à-vis* GMAC, to the proceeds from the sale of AAL Unit #s 1, 2, 3, 4, 5 and 6, by virtue of a first priority secured interest and based on the following:

(a) The sources and grounds found at Tabs 1, 2, 3, 4, 5 and 6, respectively, of the Affidavit of David G. Timms filed in Court Sub-File 7:24 to the Application of AAL;

(b) GMAC's Security Agreement (Leasing) does not have the effect of a general security agreement over all the assets of Hickman Equipment;

(c) Printout obtained from the office of the Registry of Bills of Sale for the Province of Newfoundland and Labrador on May 30, 2002, pertaining to registrations against Hickman Equipment (1985) Limited contained in the Registry of Bills of Sale for the Province of Newfoundland and Labrador for the period October 2, 1996 to December 9, 1999;

(d) Atlantic Personal Property Registration System Search Results Report dated February 13, 2002, pertaining to PPSA registrations against Hickman Equipment (1985) Limited with a period December 13, 1999 to February 13, 2002;

(e) Receivers Investigation Report - Phase One;

(f) The provisions of subsections 44 (7) and 66 (1), *inter alia*, of the *Personal Property Security Act*, S.N.L. 1998, c. P-7.1; and

(g) Equitable Subordination, *vis-à-vis* GMAC.

4. AAL claims a first priority and entitlement, *vis-à-vis* GMAC, to the proceeds from the sale of AAL Unit #s 7, 8, 9, 10 and 11, by virtue of a first priority secured interest and a

voluntarily subordination of secured interest given by GMAC in favour of AAL and based on the following:

- (a) The sources and grounds found at Tabs 7, 8, 9, 10 and 11, respectively, of the Affidavit of David G. Timms filed in Court Sub-File No. 7:24 to the Application of AAL;
- (b) GMAC's Security Agreement (Leasing) does not have the effect of a general security agreement over all the assets of Hickman Equipment;
- (c) Printout obtained from the office of the Registry of Bills of Sale for the Province of Newfoundland and Labrador on May 30, 2002, pertaining to registrations against Hickman Equipment (1985) Limited contained in the Registry of Bills of Sale for the Province of Newfoundland and Labrador for the period October 2, 1996 to December 9, 1999;
- (d) Atlantic Personal Property Registration System Search Results Report dated February 13, 2002, pertaining to PPSA registrations against Hickman Equipment (1985) Limited with a period December 13, 1999 to February 13, 2002;
- (e) Receivers Investigation Report - Phase One;
- (f) The provisions of subsections 44 (7) and 66 (1), *inter alia*, of the *Personal Property Security Act*, S.N.L. 1998, c. P-7.1; and
- (g) Equitable Subordination, *vis-à-vis* GMAC.

5. AAL claims a first priority and entitlement, *vis-à-vis*, GMAC, to AAL Unit #s 12, 13, 14 and 15, by virtue of a first priority secured interest and a PMSI Notice from AAL to GMAC and based on the following:

- (a) The sources and grounds found at Tabs 12, 13, 14 and 15, respectively, of the Affidavit of David G. Timms filed in Court Sub-File No. 7:24 to the Application of AAL;
- (b) GMAC's Security Agreement (Leasing) does not have the effect of a general security agreement over all the assets of Hickman Equipment;
- (c) Printout obtained from the office of the Registry of Bills of Sale for the Province of Newfoundland and Labrador on May 30, 2002, pertaining to registrations against Hickman Equipment (1985) Limited contained in the Registry of Bills of Sale for the Province of Newfoundland and Labrador for the period October 2, 1996 to December 9, 1999;
- (d) Atlantic Personal Property Registration System Search Results Report dated February 13, 2002, pertaining to PPSA registrations against Hickman Equipment (1985) Limited with a period December 13, 1999 to February 13, 2002;
- (e) Receivers Investigation Report - Phase One;
- (f) The provisions of subsections 44 (7) and 66 (1), *inter alia*, of the *Personal Property Security Act*, S.N.L. 1998, c. P-7.1; and
- (g) Equitable Subordination, *vis-à-vis* GMAC.

6. In the alternative, if this Honourable Court determines that GMAC has a first priority and entitlement to the proceeds from the sale of any AAL Units, then AAL claims a second priority and entitlement to such proceeds and pleads the Equitable Doctrine of Marshalling in respect of such proceeds and the proceeds from the sale of other assets of Hickman Equipment in respect of which GMAC is determined to have a priority and entitlement *vis-à-vis* creditors other than AAL.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 7th day of February,
2003.

Gregory M. Smith

GREGORY M. SMITH
Curtis, Dawe
Solicitors for Applicant
11th Floor, Fortis Building
P.O. Box 337
St. John's, NL A1C 5J9