

SUMMARY OF CURRENT DOCUMENT	
Name of Issuing Party or Person	GMAC Leaseco Limited ("Leaseco")
Date of Document	<u>25th</u> September, 2003
Summary of Order/Relief Sought or Statement of Purpose in Filing	Application of Leaseco for payment to Leaseco of the Proceeds from the sale by the Receiver of 14 SmartLease Vehicles.
Court Sub-File Number	7:58

2002 01 T0352

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**, 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")

INTERLOCUTORY APPLICATION
(Inter Partes)

The Application of GMAC Leaseco Limited (the "Applicant") says as follows:

1. By order of this Honourable Court granted on the 13th day of March 2002 and filed with the Court on the 14th day of March 2002 it was ordered that Pricewaterhouse Coopers Inc. ("PWC") be appointed Receiver of Hickman Equipment (the "Receivership Order").

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2. By a Receiving Order (the "Receiving Order") made on the 13th day of March 2002, pursuant to the provisions of the BIA and filed with the Supreme Court of Newfoundland and Labrador in Bankruptcy and Insolvency on the 14th day of March, Hickman Equipment was adjudged bankrupt and PWC appointed as trustee of the estate of the bankrupt in bankruptcy (the "Trustee").
3. Pursuant to an Order of this Honourable Court dated the 7th day of October, 2002, the Receiver was directed to sell various assets of Hickman Equipment including the following Units:

<u>Make</u>	<u>Serial No.</u>
Chev Silverado Pickup	188084
Chev Silverado Pickup	245386
Chev Silverado Pickup	379061
Isuzu Rodeo	4700167
Chev Van	1169229
Cavalier	7302829
Chev Blazer	2285480
Chev Silverado Pickup	277450
Chev Silverado Pickup	323537
Cavalier	103145
Chev K1500	209690
GMC W5500	900082
GMC W5500	7900087
Chev Suburban	107437

(hereinafter referred to as the "Leaseco Units").

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4. That the Leaseco Units were originally leased from Hickman Motors Ltd. to Hickman Equipment which leases were assigned by Hickman Motors Ltd. on their respective lease dates and financing statements were registered by Leaseco in the PPSA Registry:

<u>Unit</u>	<u>Lease Number</u>	<u>PPSA</u>
188084	3901	224691
245386	6350	278218
379061	13661	436048
4700167	1431	168286
1169229	3379	214665
7302829	8124	319921
2285480	12315	409565
277450	48311	1217073
323537	49308	1238119
103145	24337	667030
209690	28931	765030
900082	9624	353912
7900087	31714	870022
107437	2962	205443

(The "Leaseco Leases").

5. That the Leaseco Units were used by Hickman Motors as "equipment" not inventory and Leaseco has registered by serial number.
6. Leaseco therefore claims a first security interest in the Leaseco Units and applies to this Honourable Court for an Order approving the payment to Leaseco by the Receiver of the proceeds from the sale of the Leaseco Units as follows:

01 Oct 2003 00:10am From MCINNES COOPER

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- 4 -

<u>Make</u>	<u>Serial No.</u>	<u>Net Proceeds</u>
Chev Silverado Pickup	188084	\$ 11,600.00
Chev Silverado Pickup	245386	\$ 12,300.00
Chev Silverado Pickup	379061	\$ 10,800.00
Isuzu Rodeo	4700167	\$ 10,450.00
Chev Van	1169229	\$ 12,939.00
Cavallier	7302829	\$ 6,555.00
Chev Blazer	2285480	\$ 16,625.00
Chev Silverado Pickup	277450	\$ 29,945.00
Chev Silverado Pickup	323537	\$ 28,642.50
Cavalier	103145	\$ 8,550.97
Chev K1500	209690	\$ 21,831.00
GMC W5500	900082	\$ 35,055.00
GMC W5500	7900087	\$ 33,725.00
Chev Suburban	107137	\$ 41,500.00
		\$ 280,518.47
Less: Adjustment		\$ 74.61
TOTAL		<u>\$ 280,443.86</u>

DATED at St. John's, in the Province of Newfoundland and Labrador, this 25th day of September, 2003.



Thomas R. Kennedy, Q.C.

McInnes Cooper

Solicitors for GMAC Leasing Limited

Whose address for service is:

Suite 500, Baine Johnston Centre
10 Fort William Place, P.O. Box 5939
St. John's, NL A1C 5X4

01-Oct-2003 09:18am From-MCINNES COOPER

708 7224117

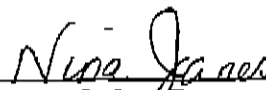
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P.006/015

F-251

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ISSUED at the City of St. John's, in the Province of Newfoundland and Labrador, this 25 day of September, 2003.



Clerk of the Court
Supreme Court of Newfoundland and
Labrador

01-Oct-2003 09:19am From-McINNES COOPER

709 7224117

T-671 P.007/015 F-251

2002 01 T0352**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*, R.S.N.L. 1990, c. J-4,
as amended

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

NOTICE

You are hereby notified that the foregoing application will be made to the Judge
presiding in chambers at the Court House, Duckworth Street, St. John's, Newfoundland
and Labrador on *Tuesday*, the *18* day of *November*, 2003 at ^{9:30}~~10:00~~
a.m. or so soon thereafter as the within application can be heard.

TO: See attached distribution list.

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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

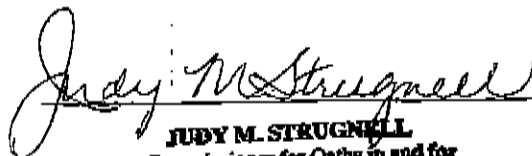
AND IN THE MATTER OF the **Bankruptcy and
Insolvency Act**, Chapter B-3 of the Revised
Statutes of Canada, 1985, as amended (the "BIA")

AFFIDAVIT

I, Thomas R. Kendell, of the City of St. John's, in the Province of Newfoundland
and Labrador, Canada, make oath and say as follows:

1. That I am a partner with the law firm McInnes Cooper, solicitor for the Applicant
in the within Application, and as such have a knowledge of the facts deposed
to except where otherwise stated to be based on information and belief.
2. That I have read the foregoing Interlocutory Application, Inter Partes.
3. That the facts noted therein are true to the best of my knowledge, information
and belief and that I make this Affidavit in support of the within Application.

SWORN TO before me at St. John's
in the Province of Newfoundland
and Labrador, this 25th day of
September, 2003:



JUDY M. STRUGNELL
A Commissioner for Oaths in and for
the Province of Newfoundland. My
commission expires December 31, 2005.


THOMAS R. KENDELL

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SCHEDULE "A"
PARTIES WHO HAVE BEEN SERVED

ABM Ambro Bank Canada/ ABN Amro Leasing & Tramac Equipment Ltd.	Aubrey L. Bonnell, Q.C./ Brian Winsor Terence J. Dolan/John Salmas abonnell@curtisdawe.nf.ca tdolan@mccarthy.ca	722-7521 416-868-0673
Bombardier Capital Leasing & Culease Financing Services	J. Vernon French, Q.C.	754-2701
Caterpillar Equipment	Colin D. Grant	905-849-1023
Cedarrapids	Les Baumbach fbeizil@sharekreay.com	319-399-4760
CIBC	R. Wayne Myles gspencer@bensonmyles.com wmyles@bensonmyles.com	579-2647
CIBC Equipment Finance Ltd./CIT Financial Ltd./ Tyco Capital	Gregory W. Dickle gdickie@wob.nf.ca	722-9210
Contact Funding Group Inc.	Mark G. Klar mark-k@chalton.com	416-218-1831
Daimler Chrysler Financial Services/Daimler Chrysler Capital Services/Mercedes- Benz of Canada Inc.	Philip Buckingham/ Peter O'Flaherty Elaine Gray pjb@goodlaw.nf.ca elaine.gray@gowlings.com	722-4720 416-863-3527

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Fabtek Corp.	Linc A. Rodgers Rhodie E. Mercer, Q.C. rmerc@mmvf.nf.ca linc.rogers@blakes.com	416-863-2653 726-5705
GE Capital	Harvey Chaiton Frederick Scalabrini	416-218-1849 905-319-4855
Group Holdings Ltd./ Hickman Equipment/ Hickman Leasing Ltd.	Griffith D. Roberts rstack@coxhanson.ca groberts@coxhanson.ca	726-2992
Ingersoll-Rand Canada Inc.	R. Barry Learmonth, Q.C. Jonathan Wigley ldc@nfld.net jonathan.h.wigley@bakernet.com	739-8151 416-863-6275
John Deere Ltd./ John Deere Credit Inc.	Nell L. Jacobs/Bruce Grant Maureen Ryan BugarestiDavidR@JohnDeere.com Njacobs@smss.com	722-4565
MTC Leasing Inc./ National Leasing Group Inc.	R. Paul Burgess rburgess@mwhslaw.nf.com	754-0915
ORIX Financing Services Canada Ltd.	Donald Yaeck	416-236-3010
Goodman Associates	Paul G. Goodman	902-425-3777
Royal Bank of Canada	Thomas O. Boyne, Q.C. tboyne@boyneclarke.ns.ca	902-463-7500

01-Oct-2003 09:20am From-MCINNES COOPER

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T-671 P.011/015 F-251

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TD Asset Finance Corp.

D. Bradford L. Wicks
bwicks@wrmm.nf.net

753-5221

Wells Fargo Equipment
Finance Co.Richard Jones
Jrlaw@lstar.ca

416-361-6303

Pricewaterhouse Coopers
Trustee in BankruptcyFrederick Constantine
James Kirby722-0483
722-1428

- 11 -

SUMMARY OF CURRENT DOCUMENT	
Name of Issuing Party or Person	GMAC Leaseco Limited ("Leaseco")
Date of Document	<u>23rd</u> September, 2003
Summary of Order/Relief Sought or Statement of Purpose in Filing	Application of Leaseco for payment to Leaseco of the Proceeds from the sale by the Receiver of 14 SmartLease Vehicles.
Court Sub-File Number	7: 58

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

AFFIDAVIT

I, Guy Brocks, of 455 Fenelon Blvd., Dorval, Quebec H9S 5K1 do hereby say as follows:

1. That I am a Senior Analyst with General Motors Acceptance Corporation of Canada, Limited ("GMAC") and as such have personal knowledge of the matters herein deposed except where otherwise indicated.

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2. This Affidavit is made in support of the Application by GMAC claiming a first security interest in the Leaseco Units and requesting an Order approving the payment to Leaseco by the Receiver of the proceeds of the sale of the Leaseco Units as follows:

<u>Make</u>	<u>Serial No.</u>
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Chev Silverado Pickup	245386
Chev Silverado Pickup	379061
Isuzu Rodeo	4700167
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(hereinafter referred to as the "Leaseco Units").

1. That the Leaseco Units were originally leased from Hickman Motors Ltd. to Hickman Equipment which leases were assigned by Hickman Motors Ltd. on their respective lease dates and financing statements were registered by Leaseco in the PPSA Registry:

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- 13 -

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(The "Leaseco Leases").

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TOTAL		<u>\$ 280,443.86</u>

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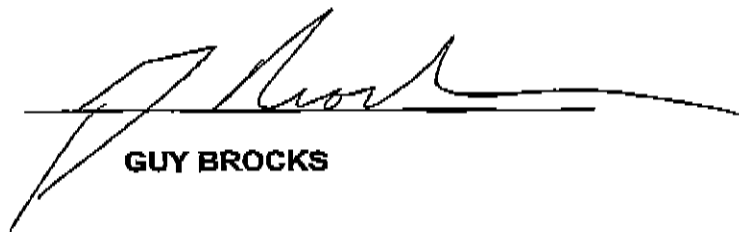
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P.015/015

F-251

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SWORN TO before me at Dorval,
in the Province of Quebec, this
23rd day of September
2003.



GUY BROCKS



COMMISSIONER OF OATHS AND FOR THE
PROVINCE OF QUEBEC



(\\mc.law\\hd\\common\\firm\\kendell\\ITK - 1041 - GMAC - Group Holdings\\Pleadings\\Application - 14 Units - Sep 15-03.wpd)