

No. S152310  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**BETWEEN:**

**INTEGRIS CREDIT UNION**

**PLAINTIFF**

**AND:**

**ALL-WOOD FIBRE LTD. , CATERPILLAR FINANCIAL SERVICES LIMITED, BUSINESS DEVELOPMENT BANK, OF CANADA, TRANSPORTACTION LEASE SYSTEMS INC., LWL HOLDINGS LTD., PIONEER BIOMASS INC., VALIANT FINANCIAL SERVICES INC., NAVIGATE CAPITAL CORP., EXCEL TRANSPORTATION INC., JEWEL WINIFRED BATES, GERALD LAWRENCE BATES, ROYAL BANK OF CANADA, BLUE CHIP LEASING CORPORATION, NATIONAL LEASING GROUP INC., DAIMLER TRUCK FINANCIAL, ALLIANCE LEASING LTD., JIM PATTISON INDUSTRIES LTD., ARUNDEL CAPITAL CORPORATION, VARION CAPITAL CORP., doing business as ACCORD FINANCIAL, ACCORD FINANCIAL LTD., BODKIN CAPITAL CORPORATION, WOODLAND EQUIPMENT INC., BHL CAPITAL, a division of BERNER HOLDINGS LTD., ROYNAT INC., FIBRE-CROWN MANUFACTURING INC., LIEBHERR-CANADA LTD., NK AUTOMOTIVE TRUCK & DIESEL REPAIR LTD., EQUIREX LEASING CORP., MERCEDES-BENZ FINANCIAL SERVICES CANADA CORPORATION**

**DEFENDANTS**

**ORDER MADE AFTER APPLICATION**

**BEFORE THE HONOURABLE**

**FRIDAY, THE 3RD DAY**

**JUSTICE MASUHARA**

**OF JULY, 2015**

**THE APPLICATION of KPMG Inc., in its capacity as Court-appointed Receiver(the "Receiver") of the assets, undertakings and properties of All-Wood Fibre Ltd. (the "Debtor") filed May 15, 2015, the Application of BHL Capital, A Division of Berner Holdings Ltd. filed May 13, 2015, and the Application of Mercedes-Benz Financial Services Canada Corporation filed May 25, 2015, and coming on for hearing at Vancouver, British Columbia on May 27, 2015, preliminary oral Reasons for Judgment being pronounced on June 8, 2015 and further written Reasons for Judgment being pronounced on July 3, 2015; AND ON HEARING Sherryl**

A. Dubo, counsel for the Receiver, and those other counsel listed on Schedule "A" hereto, and on notice to those persons listed on Schedule "B" hereto, and with no one else appearing although duly served; AND UPON READING the material filed, including the Report of the Receiver dated May 14, 2015 (the "Report");

**THIS COURT ORDERS AND DECLARES THAT:**

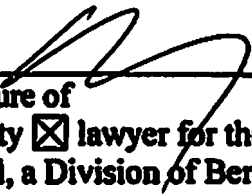
1. The truck which is subject to the BHL Capital, A Division of Berner Holdings Ltd. Lease Agreement dated May 23, 2014, and which is set forth in Schedule "F" to the Approval and Vesting Order granted in this proceeding on June 8, 2015 (the "BHL Truck"), constitutes "property" within the scope of, and is subject to, the Interim Receivership Order granted March 17, 2015 and the Receivership Order granted March 25, 2015 herein (together the "Receivership Order").
2. The three trucks which are subject to the Mercedes-Benz Financial Services Canada Corporation Conditional Sale Contract and Security Agreement dated December 4, 2012, Conditional Sale Contract and Security Agreement dated January 14, 2013 and Lease Agreement dated December 14, 2014, respectively, and which are set forth in Schedule "F" to the Approval and Vesting Order granted in this proceeding on June 8, 2015 (the "Mercedes Trucks"), constitute "property" within the scope of, and are subject to, the Receivership Order.
3. The application of BHL Capital, A Division of Berner Holdings Ltd. for a declaration that the BHL Truck is not subject to the Receivership Order, is dismissed.
4. The application of Mercedes-Benz Financial Services Canada Corporation for a declaration that the Mercedes Trucks are not subject to the Receivership Order, is dismissed.
5. The following relief sought by the Receiver in Part 1 of the Notice of Application filed May 15, 2015, in this action is adjourned generally:
  - a. A declaration confirming the assets comprising the property of the Debtor (in addition to the Purchased Assets, as defined in the Approval and Vesting Order herein, and the Trucks);
  - b. An order that receivership costs be allocated pro rata against the property of the Debtor; and

- c. An order directing that any statutory deemed trust in favour of Canada Revenue Agency be allocated pro rata against all of the property of the Debtor.

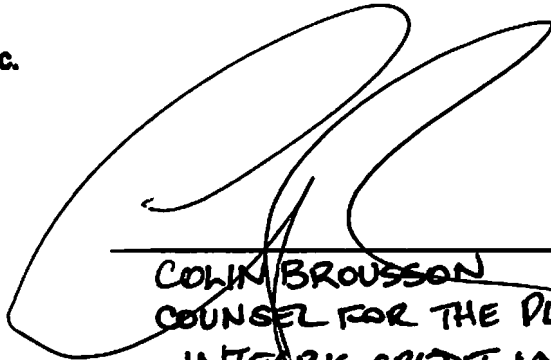
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of  
 party  lawyer for the Receiver, KPMG Inc.  
Sherryl A. Dubo



Signature of  
 party  lawyer for the Defendant, BHL  
Capital, a Division of Berner Holdings Ltd.  
Robert A. Finlay



COLIN BROUSSON  
COUNSEL FOR THE PLAINTIFF  
INTEGRIS CREDIT UNION

Signature of  
 party  lawyer for the Defendant, Mercedes-Benz Financial Services Canada Corporation  
Gordon G. Plottel

By the Court

\_\_\_\_\_  
Registrar

- c. An order directing that any statutory deemed trust in favour of Canada Revenue Agency be allocated pro rata against all of the property of the Debtor.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

\_\_\_\_\_  
Signature of

party  lawyer for the Receiver, KPMG Inc.  
Sherryl A. Dubo

\_\_\_\_\_  
Signature of

party  lawyer for the Defendant, BHL  
Capital, a Division of Berner Holdings Ltd.  
Robert A. Finlay

  
\_\_\_\_\_  
Signature of

party  lawyer for the Defendant, Mercedes-Benz Financial Services Canada Corporation  
Gordon G. Plottel

**Schedule A**

**[Appearance List]**

<b>Counsel</b>	<b>Party</b>
<b>Sherryl A. Dubo</b>	<b>KPMG Inc., Receiver</b>
<b>Colin D. Brousson</b>	<b>Integris Credit Union</b>
<b>Robert A. Finlay</b>	<b>BHL Capital, a Division of Berner Holdings Ltd.</b>
<b>Gordon G. Plottel</b>	<b>Mercedes-Benz Financial Services Canada Corporation</b>

**Schedule B**  
**[Distribution List]**

**NO. S512310**

**VANCOUVER REGISTRY**

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**BETWEEN:**

**INTEGRIS CREDIT UNION**

**PLAINTIFF**

**AND:**

**ALL-WOOD FIBRE LTD. ET AL**

**DEFENDANTS**

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**ORDER MADE AFTER APPLICATION**

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**FILE NO. 66986-46**

**SAD/dnc**

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