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Our File: 2-496377
Notre dossier:

Your File:
Votre dossier:

January 25, 2005

VIA FACSIMILE

Carol Taraschuk
Counsel
Justice Canada
Office of the Superintendent of Financial Institutions
Kent Square 255 Albert Street, 13th Floor
Ottawa, Ontario
K1A 0H2

Dear Carol:

Re: Atomic TCT Logistics Inc. - Pension Plan

Please find attached the Order of Mr. Justice Ground, dated January 21, 2005, which Order has been served according to the Service List.

Yours truly,

per
Rebecca Baranowsky Coyne
Counsel
Business Law Section

RBC/cm

Attach.

Court File No. 02-CL-4387

**SUPERIOR COURT OF JUSTICE
- COMMERCIAL LIST -**

THE HONOURABLE) FRIDAY THE 21st DAY
MR JUSTICE GROUND) OF JANUARY, 2005

GMAC COMMERCIAL CREDIT CORPORATION – CANADA

Applicant

- and -

**TCT LOGISTICS INC. AND THE COMPANIES
LISTED ON SCHEDULE “A” HERETO**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 47(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c.B-3 AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c.C.43**

ORDER

THIS MOTION, made by the Office of the Superintendent of Financial Services (“OSFI”), was heard this day at 393 University Avenue, Toronto, Ontario,

On reading the Affidavit of Carol Taraschuk sworn November 23, 2004 (the “Affidavit”), on hearing the submissions of counsel for OSFI, counsel for KPMG Inc., in its capacity as interim receiver (the “Interim Receiver”) of TCT Logistics Inc. (“TCT”) and the companies listed on Schedule “A” (collectively, the “TCT Companies”) and in its capacity as trustee in bankruptcy (the “Trustee”) of each of the TCT Companies, and on being advised that the Interim Receiver, the Trustee, and GMAC Commercial Finance Corporation – Canada (formerly GMAC Commercial Credit Corporation – Canada) (“GMACFC-C”), respectively, do not oppose the relief sought herein,

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1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record, herein, be and it is hereby abridged to the date of actual service, and that the service, including the manner of service of the motion materials, be and is hereby approved and validated, that the motion is properly returnable today, and that all parties entitled to notice of this motion have been properly served and further service thereof is hereby dispensed with.

2. **THIS COURT ORDERS** that, subject to Paragraph 3 and 5 below, the Interim Receiver be and it is hereby directed to pay into Court, to the credit of these proceedings, the amount of \$239,917.74 in respect of a settlement reached between OSFI, the Interim Receiver and the Trustee dated September 3rd, 2003.

3. **THIS COURT ORDERS** that, upon payment by the Interim Receiver into Court of the funds required by paragraph 2, any liability of the Interim Receiver or the Trustee in respect of such funds shall be extinguished for all purposes.

4. **THIS COURT ORDERS** that:

- (i) in consideration of each of the Interim Receiver, the Trustee and GMACCF-C not opposing the relief sought in Paragraph 2 above and the execution of the release by OSFI in favour of each of the Interim Receiver, the Trustee, the TCT Companies, KPMG Inc. and GMACCF-C; and
- (ii) in satisfaction of the trust claims filed by OSFI in the bankruptcy proceedings of the TCT Companies,

the Interim Receiver is authorized, empowered and directed, nunc pro tunc, to assign to OSFI all rights of the Interim Receiver or any of the TCT Companies in the funds held by the law firm of Inkster Christie Hughes in connection with a purchase and sale agreement dated April 16, 1998, between Prime-Link Group Ltd., Prime-Link Acquisition No. 1 Ltd., Prime-Link Acquisition No. 2 Ltd., 24039 Manitoba Ltd., 67730 Manitoba Ltd., Roland R. Engel, George H. Engel, Atomic Transportation Inc., Astra Properties Ltd. and Atomic Transport Incorporated (the "Assignment") and that the Assignment be and is hereby approved.

5. **THIS COURT ORDERS AND DIRECTS** that this Order shall, within 2 business days hereof, be served by OSFI by way of ordinary mail, postage prepaid, upon all parties on the service list, and directs that any person or party wishing to take issue with this Order is required to appear before this Court on or before February 4, 2005, on prior notice to OSFI, GMACCFC-C, the Interim Receiver and the Trustee, to seek appropriate relief, failing which this Order shall be deemed to be final and binding upon them.

Jan 21/05
Order to serve
or above terms
[Signature]

SCHEDULE "A"**TCT LOGISTICS INC. RELATED COMPANIES**

TCT Logistics Inc.
TCT Acquisition No. 1 Ltd.
Atomic TCT Logistics Inc.
Atomic TCT Logistics (Alberta) Inc.
TCT Canada Logistics Inc.
Inter-Ocean Terminals (B.C.) Ltd.
Atomic Transport Incorporated
TCT Warehousing Logistics Inc.
TCT Warehousing Logistics No. 2 Inc.
R.R.S. Transport (1998) Inc.
TCT Acquisition No. 2 Ltd.
Tri-Line Expressways Ltd. (a successor to Tri-Line Expressways Ltd.
and TCT Acquisition No. 3 Ltd.)
Tri-Line Expressways, Inc. 2984008 Canada Inc.
High-Tech Express & Distribution Inc.
606965 British Columbia Ltd.
606966 British Columbia Ltd.

GMAC COMMERCIAL CREDIT CORPORATION - CANADA

and TCT LOGISTICS AND THE COMPANIES LISTED ON SCHEDULE "A" HERETO

Court File No: 02-CL-4387

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

DEPARTMENT OF JUSTICE
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Per: Rebecca Baranowsky Coyne
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Solicitor for the Moving Party Office of the
Superintendent of Financial Institutions
GOODMANS/LATHAM/J5117787.2