

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**THE HONOURABLE** ) **THURSDAY, THE 27TH**  
 )  
**MR. JUSTICE LEDERMAN** ) **DAY OF MARCH, 2008**

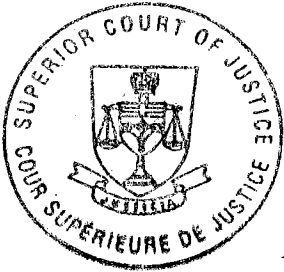
**GMAC COMMERCIAL CREDIT CORPORATION – CANADA**

**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**

**DISCHARGE ORDER**

**THIS MOTION**, made by KPMG Inc., in its capacity as court-appointed Interim Receiver (in such capacity, the “Interim Receiver”) of the property, assets and undertaking of TCT Logistics Inc. and the companies listed on Schedule “A” hereto (collectively, the “Companies”), for an order abridging the time for service of the Notice of Motion and the Motion Record, approving the Twenty-Seventh Report of the Interim Receiver dated March 11, 2008 (the “Twenty-Seventh Report”), the approval of the arrangement reached and release to be entered into among the parties in interest in relation to certain monies held in escrow by Heenan Blaikie LLP (“Heenan Blaikie”), the destruction of certain documents of the Companies and all steps and actions taken by the Interim Receiver as described in the Twenty-Seventh Report, and discharging the Interim Receiver was heard this day, at 330 University Avenue, Toronto.

**ON READING** the Notice of Motion, filed, the Twenty-Seventh Report, filed, and hearing the submissions of counsel the Interim Receiver, the United Steelworkers, Local 1-500, formerly, I.W.A. Canada, Local 700, 3E Logistique Inc., and its division, Spectrum Supply Chain Solutions and GMAC Commercial Finance Corp. – Canada (“GMAC”), and upon being advised that TransForce Inc. and TFI Transport 2 L.P. (collectively “TransForce”) and Heenan Blaikie consent to this Order and that the Superintendent of Financial Services of Ontario and Morneau Sobeco Limited Partnership Inc. were served with and do not oppose this Motion and that all other persons known to be interested in these proceedings were served with the Notice of Motion herein,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record be and it is hereby abridged such that the motion is properly returnable today and, further, that any requirement for service of the Notice of Motion and of the Motion Record upon any other interested party is hereby dispensed with.

2. **THIS COURT ORDERS** that the Twenty-Seventh Report and all steps and actions taken by the Interim Receiver as described therein, be and are hereby approved.

3. **THIS COURT ORDERS AND DECLARES** that the Interim Receiver’s Final Statement of Receipts and Disbursements, as set out in Appendix 4 to the Twenty-Seventh Report, be and is hereby approved.

4. **THIS COURT ORDERS** that the arrangement reached between the Interim Receiver and the successor to TransForce in respect of the Escrow Funds (as defined in the Twenty-Seventh Report) held in escrow by Heenan Blaikie in relation to a sale of assets by certain of the Companies to TransForce prior to the appointment of the Interim Receiver and the release

relating thereto, a copy of which is attached as Appendix 6 to the Twenty-Seventh Report, be and is hereby approved and Heenan Blaikie is hereby directed to remit the Escrow Funds to TransForce or as they may further direct.

5. **THIS COURT ORDERS** that the Interim Receiver be and is hereby authorized and directed to destroy the various documents and materials stored by the Companies at off-site storage facilities located in Calgary, Alberta and Winnipeg, Manitoba (collectively, the “Documents”).

6. **THIS COURT ORDERS** that, effective immediately upon the filing by the Interim Receiver of a certificate with this Honourable Court certifying that:

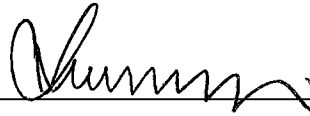
- (a) arrangements have been made to destroy the Documents;
- (b) all Trust Claims have been determined and all monetary and other obligations have been satisfied in accordance with the Trust Claims Procedure as outlined and as such terms are defined in the Order of this Honourable Court dated June 15, 2007 granted in these proceedings; and
- (c) all monies to be paid by the Interim Receiver under the terms of the Settlement Agreements (as defined in the Twenty-Seventh Report) have been paid, and the Ontario Labour Relations Board grants leave to withdraw the Applications (as defined in the Steelworkers Settlement, as defined in the Twenty-Seventh Report),

the Interim Receiver and all of its directors, officers, partners, employees, agents, attorneys and solicitors (collectively, the “Releasees”) are hereby released and forever discharged from any and all claims, obligations, liabilities, responsibilities and/or duties in respect of all acts or omissions of the Releasees, or any of them, in the performance or intended performance of the Interim Receiver’s mandate or any activity related thereto.


7. **THIS COURT ORDERS AND DECLARES** that, notwithstanding the discharge of the Interim Receiver, nothing contained in this Order shall affect, vary, derogate from, or amend any of the protections conferred upon the Interim Receiver and counsel to the Interim Receiver, as

the case may be, at law or pursuant to the Order of the Honourable Mr. Justice Ground dated January 24, 2002 (the "Interim Receivership Order"), including, without limitation, all of the protections conferred by paragraphs 8, 16, 17 and 18 of the Interim Receivership Order, all of which are expressly continued and confirmed.

8. **THIS COURT REQUESTS** the aid, recognition and assistance of any court, tribunal, administrative body or registrar in any jurisdiction in Canada, the United States or elsewhere in connection with the implementation and carrying out of the terms of this Order.



**Christina Irwin**  
Registrar, Superior Court of Justice

RECEIVED  
COURT OF JUSTICE  
MAR 27 2008  
PER/SAR: 

**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  
Applicant

TCT LOGISTICS INC. et al.  
Respondents

Court File No: 02-CL-4387

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**DISCHARGE ORDER**

**GOODMANS LLP**  
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Solicitors for KPMG Inc., in its capacity as the  
Interim Receiver of the Respondents