

District of: Alberta
Division No. 02
Estate No.

FORM 87
Notice of Statement of the Receiver
(Subsections 245(1) and 246(1) of the Act)
In the matter of the receivership of
Titan Transport Ltd.
of the City of Saskatoon, in the Province of Saskatchewan

The receiver gives notice and declares that:

1. On the 17th day of March, 2017, Deloitte Restructuring Inc. (“Deloitte”), became the receiver (the “Receiver”) in respect of the property the (“Property”) of Titan Transport Ltd. (the “Company”) that forms part of the security held by HSBC (“HSBC”), that is described below:

| <u>Description</u> | <u>Book Value*</u> |
|-------------------------------|---------------------|
| Accounts Receivable | \$ 724,286 |
| Prepaid Expenses and Deposits | 271,886 |
| Supplies and Equipment | 8,963 |
| Capital Assets | 275,157 |
| Total | \$ 1,280,292 |

* All asset book values are based on the Company’s internal financial statements as at March 17, 2017.

2. Deloitte became the Receiver by virtue of an appointment letter signed by HSBC which is attached to this Notice as **Schedule “A”**.
3. The Receiver took possession and control of the Property described above on the 17th day of March, 2017.
4. The following information relates to the receivership:
 - (a) Mailing Address: 2021 Dudley Street, Saskatoon SK S7M 1K9
 - (b) Principal line of business: Logistics and trucking services
 - (c) Location of business: 2021 Dudley Street, Saskatoon SK S7M 1K9
 - (d) Amount owed to each creditor who holds security on the Property described above:

| <u>Creditor</u> | <u>Book Value**</u> |
|-------------------------------|---------------------|
| HSBC Bank Canada | \$ 2,468,738 |
| Canada Revenue Agency | 294,624 |
| Bank of Montreal | 179,098 |
| Element Financial Corporation | 218,477 |
| Canadian Western Bank | 73,609 |
| Calidon Equipment Leasing | 64,899 |
| GE Capital | 42,468 |
| Fountain Tire | 3,937 |
| Kal Tire | 2,752 |
| National Leasing Group Inc. | Unknown |
| RCAP Leasing Inc. | Unknown |
| Total | \$ 3,348,602 |

** All known liability amounts are based on amounts provided by the Company as at March 17, 2017.

- (e) A list of unsecured creditors is attached to this Notice as **Schedule “B”**.
- (f) The intended plan of action of the Receiver during the receivership, to the extent that such a plan has been determined, is as follows:

Secure the Property of the Company and proceed to sell the Property to maximize the net realizations.

- (g) Contact person for the Receiver:

Joseph Sitholé
Deloitte Restructuring Inc.
Suite 700, 850 – 2nd Street SW
Calgary, AB T2P 0R8
Phone: 587-293-3203

Dated at the City of Calgary in the Province of Alberta, this 24th day of March, 2017.

Deloitte Restructuring Inc.
In its capacity as Receiver of
Titan Transport Ltd.
and not in its personal capacity.



Jeff Keeble, CA, CIRP, CBV
Senior Vice-President

SCHEDULE "A"
APPOINTMENT LETTER



March 15, 2017

Private and Confidential

Deloitte Restructuring Inc.
700, 850 – 2 Street SW
Calgary, Alberta T2P 0R8

Attention: Jeff Keeble, Senior Vice President

Dear Sirs:

Subject: Titan Transport Ltd., Titan Transportation Ltd., Titan Logistics Ltd., and Titan Holdings Ltd.

HSBC Bank Canada (the "Secured Creditor") holds a General Security Agreement (the "Security"), which was given to it by Titan Transport Ltd., Titan Transportation Ltd., Titan Logistics Ltd., and Titan Holdings Ltd. (collectively, the "Debtor") as part of the security for the payment and satisfaction of any and all obligations, indebtedness and liabilities of the Debtor to the Secured Creditor. In the Security, the Debtor granted to the Secured Creditor a security interest in the undertaking of the Debtor and all debts, property, assets, machinery and equipment then owned or thereafter owned or acquired by or on behalf of the Debtor, all as more particularly described in the Security (the "Collateral").

The undersigned hereby declares that one or more events of default have occurred or have been committed by the Debtor and the Security has therefore become enforceable pursuant to its provisions. The Secured Creditor has reviewed the Security and is satisfied as to its entitlement to appoint a Receiver at this time.

The Secured Creditor further advises that, to the best of its knowledge and belief, there are no persons having claims in priority to its security apart from those claims given priority by statute.

The Secured Creditor hereby appoints Deloitte Restructuring Inc. (the "Receiver") to be the Receiver pursuant to the Security with all and every power and authority specified by the Security in this regard, and instructs the Receiver to seize, protect and realize upon the Collateral for the benefit of the Secured Creditor.

All monies received by the Receiver after providing for all costs, charges and expenses of, or incidental to, the exercise of any of its powers, including legal fees, shall be applied in and towards the satisfaction of any and all obligations, debts and liabilities of the Debtor to the Secured Creditor.

HSBC Bank Canada

Loan Management Unit, 3rd Floor, 2910 Virtual Way, Vancouver, BC V5M 0B2

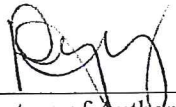
F. (604) 641-1909

RESTRICTED

Deloitte Restructuring Inc.
March 15, 2017
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The rights and powers conferred hereby are in supplement to, and not in substitution of, any rights of the Secured Creditor from time to time.

HSBC Bank Canada



Signature of Authorized Signing Officer

PHILIP WONG
MANAGER
LOAN MANAGEMENT UNIT
Name


BRENDA CHOW
SENIOR MANAGER
LOAN MANAGEMENT UNIT

Title

Deloitte Restructuring Inc. hereby consents to act as Receiver of Titan Transport Ltd., Titan Transportation Ltd., Titan Logistics Ltd., and Titan Holdings Ltd. in accordance with the terms and conditions of the foregoing.

Dated at Calgary, Alberta, on this 17th day of March, 2017.



Deloitte Restructuring Inc.
Per: Jeff Keeble, Senior Vice President

SCHEDULE "B"
UNSECURED CREDITORS

Titan Transport Ltd.
Unsecured Creditor Listing

| UNSECURED CREDITORS | Amount |
|---|---------------|
| 1674937 Alberta Ltd | \$ 662 |
| Acklands-Grainger Inc. | 353 |
| Alsco Uniform & Linen Services | 1,943 |
| Always On Time Pilot Car Service Inc | 6,322 |
| Ancel, Glink, Diamon, Bush, Dicianni Krafthefer, P.C. | 38,466 |
| Angie Ross | 145,320 |
| Assa Abloy Entrance Systems | 488 |
| Bell Canada | 96 |
| Bell ExpressVu | 139 |
| Brad's Towing | 308 |
| C.K. Piloting Service | 473 |
| Cambridge Canvas Centre Ltd | 1,150 |
| Canada Wide Piloting and Permit Solutions Inc. | 1,086 |
| Canwest Propane Partnership | 68 |
| City of Edmonton | 3 |
| City of Saskatoon | 2,907 |
| Coast2Coast Business Pages Ltd. | 725 |
| Comdata | 5,406 |
| Culligan | 42 |
| Culligan - Sask Water Matters Inc. | 95 |
| Cummins Western Canada | 2,660 |
| Custom Truck Sales | 636 |
| D.J. Knoll Transport Ltd. | 560 |
| Denham Awning Makers 1982 Inc | 3,203 |
| DriverCheck Inc. | 2,240 |
| Dynamex Canada LTD. (610) | 452 |
| Dynamic Licensing Services Ltd. | 1,412 |
| Eagle Crane | 896 |
| Elite Permits Inc. | 3,658 |
| Enmax | 1,632 |
| Enviroway Detergent Mfg. Inc. | 162 |
| Expert Locksmiths | 154 |
| Federal Express Canada Ltd. | 51 |
| Five Star Truck Collision Centre Ltd | 4,620 |
| Flyin's Truck Wash | 89 |
| Fort Garry Industries Ltd. | 15,473 |
| Forte Performance Systems | 357 |
| Fountain Tire | 27,112 |
| G.J. Bell International Trucks | 8,470 |
| Goodyear Canada Inc. | 35,134 |

Titan Transport Ltd.
Unsecured Creditor Listing

| UNSECURED CREDITORS | Amount |
|-------------------------------------|---------------|
| Government of Alberta | 776 |
| Gregg Distributors Co. Ltd. | 2,454 |
| HLS Data Solutions Ltd. | 11,714 |
| Home Building Centre | 215 |
| Horan Consultants Ltd. | 12,522 |
| Husky Oil Marketing Company | 76,666 |
| I & S Truck and Trailer | 6,682 |
| Impact Diesel Performance | 6,166 |
| Iron Mountain Canada Corp. | 204 |
| ITS Customs Brokers | 47 |
| J.J. Keller & Associates | 533 |
| JMAC Trucking | 5,200 |
| K & C Pilot Truck Service | 8,531 |
| K.C. Pilot Car Services Ltd. | 420 |
| Kal Tire | 4,405 |
| King Cat Pilot Service | 2,646 |
| Lakeway Truck Centre Ltd. | 2,286 |
| Linde Canada LIMITED C3199 | 806 |
| Livingston | 419 |
| Loraas Disposal Services Ltd. | 462 |
| Lorelle Wilde | 840 |
| M.K.S. Trailer & Equipment Repairs | 773 |
| Manitoba Transportation | 213 |
| Mark's Mobile Oil Change | 3,852 |
| Marsh Canada Limited | 1,701 |
| Maxim Truck & Trailers | 1,559 |
| McDougall Gauley LLP | 5,668 |
| Millsap Fuel Distributors Ltd. | 811 |
| Motel 6 - Saskatoon #5704 | 378 |
| Napa - Paramount Parts | 1,951 |
| NJW Mobile Glass | 3,775 |
| Norplex Calling Centre | 1,607 |
| Ontario Court of Justice | 390 |
| Paradise Truck and Trailer Repairs | 4,050 |
| PDQ Courier Inc. | 375 |
| Pelican Signs & Decals Inc. | 827 |
| Percy H. Davis | 79 |
| Petro Canada | 48,612 |
| Pitney Bowes Global Credit Services | 17 |
| PITNEY BOWES | 94 |
| Pitney Works | 212 |

Titan Transport Ltd.
Unsecured Creditor Listing

| UNSECURED CREDITORS | Amount |
|--------------------------------------|-------------------|
| Primex Training Centre Inc. | 193 |
| Province & State Permitting | 38 |
| Purolator Courier Ltd. | 466 |
| Quality Cutting Tools | 182 |
| R & D Tire Sales & Service Ltd | 35,605 |
| R & R Mobile Tire Sales & Service Lt | 1,243 |
| RCAP Leasing Inc. | 2,495 |
| Royal Truck Lube Ltd. | 1,758 |
| Sask Energy | 1,180 |
| Sask Tel CMR | 2,829 |
| Sask Tel Mobility | 1,637 |
| Saskatchewan Government Insurance | 977 |
| Saskatoon Fastprint | 783 |
| Searcy Trucking Ltd. | 6,000 |
| Sharp Auto Trim Inc. | 37 |
| Shaw Tracking | 7,022 |
| Shell Canada | 82,958 |
| Steelmet | 151 |
| Sterling Truck & Trailer Sales Ltd. | 92 |
| Supreme Basics | 544 |
| Taurus Truck & Trailer Repair Ltd. | 1,206 |
| TCM Transport Ltd | 5,250 |
| The Bolt Supply House | 113 |
| Toshiba Business Solutions | 96 |
| Trailer Wizards Ltd. | 3,637 |
| TransCore link logistics | 3,531 |
| Transport Permits West, Inc. | 4,330 |
| Treo Port Mann | 47 |
| Truckline Parts & Service | 2,494 |
| Urecon Ltd. | 95 |
| Virtus Group | 41,773 |
| Waste Management | 864 |
| Wurth Canada Ltd. | 524 |
| Zee Medical Service Co. | 332 |
| Zone 3 Business Solutions Inc. | 514 |
| Total | \$ 746,956 |