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October 23, 2018

Delivered Via Fax/Courier

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Fax No. 416.519.1945

- and -

Office of the Superintendent of Bankruptcy

Federal Building
451 Talbot Street, Suite 303
London, ON N6A 5C9

Fax No. 519.645.5139

- and -

MNP Ltd.

111 Richmond Street West
Suite 300
Toronto, ON M5H 2G4
Attention: Sheldon Title

Fax No. 416.323.5242

Dear Sirs:

**Re: In the matter of the Notice of Intention to Make a Proposal of 1787930 Ontario
cob as Messenger Freight
Court File No. 35-2395481**

Please find enclosed the Sur-Reply Motion Record of Transit Petroleum Inc. which is hereby served pursuant to the *Rules of Civil Procedure*.

Yours truly,

MILLER THOMSON LLP

Per:


Sherry A. Kettle

SAK/sj

Enc.

c: client

Court File Nos. 35-2395487 and 35-2395481
Estates File Nos. 35-2395487 and 35-2395481

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

IN THE MATTER OF NOTICES OF INTENTION TO MAKE A PROPOSAL OF 1732427
ONTARIO INC. AND 1787930 ONTARIO INC. BOTH OF THE CITY OF ST. THOMAS, IN
THE PROVINCE OF ONTARIO

**SUR-REPLY MOTION RECORD
OF TRANSIT PETROLEUM INC.**

October 23, 2018

MILLER THOMSON LLP

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Lawyers for Transit Petroleum Inc.

TO: The Service List

SERVICE LIST

TO: **Swanick & Associates**
Barristers and Solicitors
Suite 101
225 Duncan Mill Road
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Bruce Simpson
Tel: 416.510.1888
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Lawyers for 1787930 Ontario Inc.

TO: **Office of the Superintendent of Bankruptcy**
Federal Building
451 Talbot Street, Suite 303
London, ON N6A 5C9

Fax: 519.645.5139

AND TO: **MNP Ltd.**
111 Richmond Street West
Suite 300
Toronto, ON M5H 2G4

Sheldon Title
Tel: 416.263.6945
Fax: 416.323.5242

Trustee of 1787930 Ontario Inc.

Court File Nos. 35-2395487 and 35-2395481
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Court File Nos. 35-2395487 and 35-2395481
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BOTH OF THE CITY OF ST. THOMAS, IN THE PROVINCE OF ONTARIO**

**AFFIDAVIT OF TINA THORNE
(Sworn October 23, 2018)**

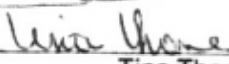
I, Tina Thorne, of the City of Kitchener, in the Regional Municipality of Waterloo,
MAKE OATH AND SAY:

1. I am a Credit Analyst at Transit Petroleum Inc. ("Transit") and, as such, have knowledge of the matters to which I depose. Where I do not possess personal knowledge, I have stated the source of my information in all such cases and do verily believe same to be true.
2. I have reviewed the affidavit of Monique Paul ("Monique"), Credit Analyst at Transit, sworn October 4, 2018 (the "October 4 Monique Affidavit"). I have also reviewed the affidavits of Nathan McDaniel ("Nathan"), Financial Controller of 1787930 Ontario Inc., carrying on business as Messenger Freight Systems ("178"), sworn September 18, 2018 (the "September 18 Nathan Affidavit") and October 15, 2018 (the "October 15 Nathan Affidavit") in connection with 178's motion for the return of the Agreed Payment, as defined and described in the October 4 Monique Affidavit.
3. In response to paragraph 5 of the October 15 Nathan Affidavit, I refer to the e-mail string between Monique and Nathan from June 22 to 28, 2018 attached as Exhibit "A" to the October 4 Monique Affidavit. In his e-mail dated June 25, 2018 at 3:07 p.m., Nathan requested that the pre-authorized payment/debit ("PAD") amounts be moved from Monday to Friday.
4. Following that e-mail request, I had a telephone conversation with Nathan on June 26, 2018 at 11:33 a.m. Monique was also on that call. During that call, Monique and I explained that the terms of payment would have to change from Net 14 to Net 7 if the PAD

was changed from Monday to Thursday. Nathan agreed to the Net 7 payment terms and said that he understood why that change was required by Transit.

SWORN BEFORE ME at the City of Kitchener,
in the Regional Municipality of Waterloo, this
23rd day of October, 2018.


A Commissioner for taking Affidavits (or as may be)


Tina Thorne

Kennedy Erin MacDonald, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires June 12, 2020.

IN THE MATTER OF NOTICES OF INTENTION TO MAKE A PROPOSAL OF 1732427
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ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
Proceeding commenced at London

AFFIDAVIT OF TINA THORNE
(SWORN OCTOBER 23, 2018)

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**AFFIDAVIT OF MONIQUE PAUL
(Sworn October 23, 2018)**

I, Monique Paul of the City of Kitchener, in the Regional Municipality of Waterloo,
MAKE OATH AND SAY:

1. I am a Credit Analyst at Transit Petroleum Inc. ("Transit") and, as such, have knowledge of the matters to which I depose. Where I do not possess personal knowledge, I have stated the source of my information in all such cases and do verily believe same to be true.
2. As noted in my affidavit sworn October 4, 2018 (the "October 4 Monique Affidavit"), I have reviewed the affidavit of Nathan McDaniel ("Nathan"), Financial Controller of 1787930 Ontario Inc., carrying on business as Messenger Freight Systems ("178"), sworn September 18, 2018 (the "September 18 Nathan Affidavit") in connection with 178's motion for the return of the Agreed Payment, as defined and described in the October 4 Monique Affidavit.
3. I have also reviewed the affidavit of Nathan sworn October 15, 2018 (the "October 15 Nathan Affidavit") in connection with 178's motion.
4. In response to paragraphs 5, 6(l), 7(a) and 8(b) of the October 15 Nathan Affidavit, I refer to the e-mail string between myself and Nathan from June 22 to 28, 2018 attached as Exhibit "A" to the October 4 Monique Affidavit. In his e-mail dated June 25, 2018 at 3:07 p.m., Nathan requested that the pre-authorized payment/debit ("PAD") amounts be moved from Monday to Friday.
5. Following that e-mail request, I had a telephone conversation with Nathan on June 26, 2018 at 11:33 a.m. Tina Thorne, a Credit Analyst at Transit, was also on that call. During that call, Tina and I explained that the terms of payment would have to change from

Net 14 to Net 7 if the PAD was changed from Monday to Thursday. Nathan agreed to the Net 7 payment terms and said that he understood why that change was required by Transit.

6. I refer to the e-mail string between myself and Nathan from June 22 to 28, 2018 attached as Exhibit "A" to the October 4 Monique Affidavit. By e-mail to me dated June 27, 2018 at 5:40 p.m., Nathan on behalf of 178 offered the proposal which Transit accepted by my e-mail to Nathan on June 28, 2018 at 8:55 a.m. In my e-mail, I confirmed that Transit would "accept this proposal" for the Agreed Payment, as defined in the October 4 Monique Affidavit. While the proposal set out in Nathan's e-mail did not note the previously accepted Net 7 terms that had been discussed on June 26, 2018, those Net 7 terms had been agreed upon verbally and were not changed by Nathan's June 28, 2018 e-mail. My e-mail simply confirmed the verbal agreement that we made on June 26, 2018 during our telephone call and put the Net 7 terms in writing. Contrary to Nathan's assertion in the October 15 Nathan Affidavit, Transit did not change any term offered by Nathan on behalf of 178 at all. Rather, Transit accepted the offer made by Nathan on behalf of 178.

7. Contrary to Nathan's statements in paragraphs 6(b), 6(c) and 7(b) of the October 15 Nathan Affidavit, Nathan did not ask me to cancel or stop payment on the Agreed Payment, as defined in the October 4 Monique Affidavit, on July 3, 2018 or at any other time.

8. Contrary to Nathan's statement at paragraphs 6(e) and 7(g) of the October 15 Nathan Affidavit, Nathan did not ask me to return the Agreed Payment, as defined in the October 4 Monique Affidavit, at any time.

SWORN BEFORE ME at the City of Kitchener,
in the Regional Municipality of Waterloo, this
23rd day of October, 2018.


A Commissioner for taking Affidavits (or as may be)


Monique Paul

Kennedy Erin MacDonald, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires June 12, 2020.

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**AFFIDAVIT OF MONIQUE PAUL
(SWORN OCTOBER 23, 2018)**

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