THE SECURITIES ACT)	Order No. 4361
)	
Subsection 20(1))	December 17 2003

PACCAR FINANCIAL LTD.

WHEREAS:

- (A) PACCAR Financial Ltd. (the "Issuer") and PACCAR Financial Services Ltd. (the "Guarantor"), (collectively, the "Applicants") have applied to The Manitoba Securities Commission (the "Commission") pursuant to Subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") for an order that in connection with a proposed issue (the "Offering") of short-term promissory notes (collectively, the "Notes"), the Issuer be exempted from compliance with Part VIII of the Securities Regulation under the Act (the "Securities Regulation").
- **(B)** The Applicants have represented to the Commission that:
 - 1. the Issuer is a company incorporated in 1998 under the laws of the Province of British Columbia and is a wholly owned subsidiary of the Guarantor;
 - 2. the Guarantor is a company incorporated in 1956 under the laws of the Province of British Columbia and is a wholly owned subsidiary of PACCAR Inc. ("PACCAR");
 - 3. PACCAR is a corporation incorporated under the laws of the State of Delaware, USA, and is a manufacturer of trucks and truck parts;
 - 4. the Issuer provides retail and wholesale financing of heavy duty trucks manufactured and(or) assembled by PACCAR and related goods, including trailers and used trucks sold by dealers of PACCAR of Canada Ltd. ("PACCAR Canada"), an affiliate of the Issuer;
 - 5. the Guarantor provides retail and wholesale financing and leasing of heavy duty trucks sold by dealers of PACCAR Canada and also finances related goods, including trailers and used trucks;
 - 6. the Issuer proposes to issue from time-to-time an aggregate principal amount of Notes, not limited to a specific amount, to raise capital for general corporate purposes of the Issuer;
 - 7. the Notes will mature up to but not exceeding one year from their respective dates of issue;

- 8. the Notes will be issued either as interest-bearing Notes or as non-interest-bearing Notes issued at a discount to mature at the stated principal amount;
- 9. the Notes will be issued in "book entry only" form in Canadian dollars payable to CDS & Co., the nominee of the Canadian Depository for Securities Limited, or will be issued in certificated form in United States dollars, payable to bearer or to a specific payee;
- 10. the Notes will be unconditionally guaranteed by the Guarantor as to payment of principal and interest, if any, and will be issuable in denominations of multiples of \$1,000, subject to a minimum denomination of \$100,000 in Canadian currency or the equivalent amount at the time of issue in United States currency;
- 11. PACCAR is subject to the information requirements of the *Securities Exchange Act* of 1934, as amended, (the "Securities Exchange Act") and in accordance therewith files reports and other public information ("SEC Filings") with the Securities and Exchange Commission (the "SEC"). Certain SEC Filings are available on the website maintained by the SEC at http://www.sec.gov/edgar/searchedgar/webusers.htm. All SEC Filings can be inspected and printed or copies, for a fee, at the SEC's Office of Public Reference, 450 Fifth Street, W.E., Room 1300, Washington, D.C. 20549, or that office can be contacted by phone: (202) 942-8090, fax: 2(202) 628-9001 or e-mail: publicinfo@sec.gov. Information concerning the Public Reference Room is also available at the website (http://www.sec.gov/info/edgar/prrules.htm). All SEC filings are also available through "hot links" on PACCAR's website (www.paccar.com) that connect to the SEC's EDGAR system;
- 12. neither the Issuer nor the Guarantor is or intends to become a reporting issuer in the Province of Manitoba or in any other Province of Canada;
- 13. the other terms and conditions of the proposed issue of the Notes are contained in an Information Memorandum of the Issuer, a draft of which is filed herewith; and
- 14. Notes have been provisionally rated R-1 (mid) by Dominion Bond Rating Services Ltd.
- 15. because the net proceeds from the sale of the Notes may be used by the Issuer to provide resale and wholesale financing and leasing of heavy-duty trucks sold by dealers of PACCAR Canada, an affiliate, the Issuer may be considered to be a "finance company" as that term is defined in Subsection 1(1) of the Securities Regulation.
- 16. as a finance company, the Issuer would be required to comply with Part VIII of the Securities Regulation.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the Order.

IT IS ORDERED:

- **1. THAT**, pursuant to subsection 20(1) of the Act, the Applicants be exempted from compliance with the requirements of Part VIII of the Securities Regulation for so long as PACCAR continues to be subject to the information requirements of the Securities Exchange Act and that all SEC Filings continue to be available through "hot links" on PACCAR's website.
- **2. THAT** the fee for this Order shall be \$25.00.

BY ORDER OF THE COMMISSION.

Deputy Director - Legal