

Form 45-106F1
Report of Exempt Distribution

Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

Issuer/underwriter information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Issuer Information

Deck Chassis Acquisition Inc.
3525 Whitehall Park Drive
Suite 400
Charlotte, North Carolina
28273
United States of America

Telephone: (705) 594-3800

Underwriter Information

Goldman, Sachs & Co.
200 West Street
New York, NY 10282
United States of America

Telephone: (212) 902-1000

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is not a reporting issuer in any province or territory of Canada

The issuer and agents are relying on the exemption in paragraph 6 of BCI 45-533 and are exempt from filing a Form 45-106F6 for purchasers resident in British Columbia.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and Gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real Estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input checked="" type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

A completed Schedule 1 forms part of this report. See page 4 of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

June 16, 2016

Item 6: For each security distributed:

- (a) describe the type of security,

10.000% Senior Secured Notes due 2023 (the “Notes”)

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

USD\$2,300,000.00 Notes

- (c) state the exemption(s) relied on.

S. 2.3 of NI 45-106 (Accredited Investor)

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

****Based on the Bank of Canada Daily Noon Exchange Rate for June 16, 2016 is USD\$1.00 → CAD\$1.3041 and is used throughout this form.****

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	CAD\$1.3041	US\$2,300,000.00 CAD\$2,999,430.00
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			US\$2,300,000.00 CAD\$2,999,430.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Commission paid to Underwriters at 2.250% on the sale of CAD\$2,999,430.00 Notes.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Goldman, Sachs & Co. 200 West Street New York, NY 10282 USA	USD\$51,750.00 CAD\$67,487.18				USD\$51,750.00 CAD\$67,487.18

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the underwriter, I certify that the statements made in this report are true.

Date: **June 24, 2016**

**Goldman, Sachs & Co., as Underwriter
by its Solicitors: Osler, Hoskin & Harcourt LLP**

Name of underwriter (please print)

**Marie Elder, Securities Law Clerk
Osler, Hoskin & Harcourt LLP
(416) 862-6734**

Print name, title and telephone number of person signing

"Marie Elder"

Signature

Instruction

The person filing the form must complete the bracketed information by deleting the inappropriate word.

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.