

## **CNH CAPITAL CANADA WHOLESALE TRUST**

**Restated Financial Statements as at and for the Period from April 30, 2004 to  
December 31, 2004 and Auditors' Report**

# CNH CAPITAL CANADA WHOLESALE TRUST

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# CNH CAPITAL CANADA WHOLESALE TRUST

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### *General*

Management's Discussion and Analysis ("MD&A") should be read in conjunction with the restated audited Financial Statements for the period commencing on April 30, 2004 (the date of inception of the Trust) and ended December 31, 2004. Management is responsible for the reliability and timeliness of the information disclosed in the MD&A.

### *Business of the Trust*

CNH Capital Canada Wholesale Trust (the "Trust") was established by The Canada Trust Company as Issuer Trustee (the "Issuer Trustee"), under the laws of the Province of Ontario by Declaration of Trust dated April 30, 2004. BNY Trust Company of Canada is the indenture trustee for the Notes issued by the Trust.

The Trust is a special purpose trust whose business is specifically limited to (i) purchasing finance receivables and certain related rights and assets (collectively, the "Purchased Assets") from Case Credit Ltd. ("Case Credit") which Purchased Assets were acquired with proceeds from asset-backed securities issued by the Trust and through residual indebtedness of the Trust to Case Credit, (ii) holding, managing and disposing of Purchased Assets, (iii) making payments on its securities, and (iv) engaging in incidental and ancillary activities. Collections on the Purchased Assets are used to pay the obligations of the Trust, including the payment of interest and principal owing on the securities issued by it.

Pursuant to the Administration Agreement between the Issuer Trustee and Case Credit, as administrative agent, and the Sale and Servicing Agreement between the Issuer Trustee and Case Credit, as Servicer, Case Credit carries out certain administrative and management activities for and on behalf of the Trust, including the administration, servicing, and collection of the Receivables. The Trust pays a nominal fee to Case Credit for the performance of the activities and fulfillment of its responsibilities under the Administration Agreement. No fee is payable by the Trust to Case Credit for the servicing of the Purchased Assets pursuant to the Sales and Servicing Agreement since the Purchased Assets are sold to the Trust by Case Credit on a fully-serviced basis. The Trust has no employees.

On July 23, 2004 the Trust issued the following asset-backed securities (collectively, the "Notes"): (i) the CNH Capital Canada Wholesale Trust Floating Rate Wholesale Receivables Backed Notes, Series CW2004-1, Classes A and B, (ii) the CNH Capital Canada Wholesale Trust Floating Rate Class A Wholesale Receivables Backed Notes, Series CW2004-2, Classes A and B, and (iii) the CNH Capital Canada Wholesale Trust Variable Funding Wholesale Receivables-Backed Note, Series CW2004.

To date, the Trust has not issued any additional Notes or other securities.

### *Results of Operations*

The Statement of Operations and Undistributed Income previously excluded an accrual for certain interest revenue earned but unpaid at period end and certain interest revenue balances that were required to be recorded subsequent to the inception of the Trust. Accordingly, the Statement of Operations and Undistributed Income has been restated to reflect amounts that should have been included in interest revenue along with an equal and offsetting increase in interest expense. The offsetting increase in interest expense results from the requirement that all interest earned on the Purchased Assets in excess of the interest amounts required to be paid on the Notes be remitted to Case Credit, as Seller. The adjustment to interest revenue and interest expense resulted in no change to the net income reported in the Statement of Operations and Undistributed Income for the period ending December 31, 2004.

# CNH CAPITAL CANADA WHOLESALE TRUST

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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The Statement of Net Assets was restated to reflect the interest receivable that had been earned but remained unpaid at December 31, 2004. This correction resulted in an offsetting adjustment to the Seller's interest. In addition, excess cash collected by the Trust as of December 31, 2004 was incorrectly recorded to accounts payable rather than to Seller's interest. See Note 2, "Restatement of Results" for further information.

The Trust's restated pool balance of receivables was \$517,815,995 as at December 31, 2004. Principal collections from the receivables were \$122,605,896 and there were \$15,369 gross losses with respect to the Purchased Assets.

The Trust had no income other than scheduled interest income derived from the Purchased Assets and investment earnings from the restricted cash and cash equivalents. Interest income was \$14,278,335, as restated for the period ended December 31, 2004.

In connection with the Notes and Seller's interest, the Trust incurred interest expense of \$14,169,271, as restated for the period ended December 31, 2004.

### *Credit Risk*

The Trust's investment in the Purchased Assets results in significant concentrations of credit risk in the agricultural and construction industries. Numerous factors can affect the future performance of the Trust. These factors include the general level of activity in the agricultural and construction industries, the rate of North American agricultural production and demand, weather conditions, commodity prices, consumer confidence, government subsidies for the agricultural sector and prevailing levels of constructions (especially housing starts). The Trust manages this risk through the Seller's interest, which provides the Trust with overcollateralization designed to minimize its credit risk. The principal balance of accounts greater than 30 days delinquent was \$4,381,490, which represented 0.87% of the Trust's portfolio at December 31, 2004.

### *Liquidity and Capital Resources*

The Trust's cash balance totalled \$9,269,538 as of December 31, 2004. The Trust's borrowings are comprised of the Notes and indebtedness to Case Credit incurred in connection with the acquisition of the Purchased Assets. The balance of the outstanding Notes and restated Seller's interest was \$527,963,430. Interest on the Notes is payable monthly in arrears on the 15<sup>th</sup> day of each month. The cash flows from the Trust's investment in the Purchased Assets are expected to provide sufficient liquidity for the repayment of the Trust's borrowings and the interest expense on those borrowings.

### *Summary of Quarterly Results*

The following is a summary of the Trust's unaudited quarterly financial information for the two quarters ending December 31, 2004:

	<b>2004 As Restated</b>	
	<b>Q3</b>	<b>Q4</b>
Interest Income	\$6,167,068	\$8,111,267

### *Additional Information*

Additional information regarding the Trust is available at [www.sedar.com](http://www.sedar.com)

## Auditors' Report

To the Issuer Trustee of CNH Capital Canada Wholesale Trust:

We have audited the statement of net assets of CNH Capital Canada Wholesale Trust (the "Trust") as at December 31, 2004 and the statements of operations and undistributed income and cash flows for the period from April 30, 2004 to December 31, 2004. These financial statements are the responsibility of Case Credit Ltd. ("the Administrator"). Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Administrator, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Trust as at December 31, 2004, and the results of its operations and its cash flows for the period from April 30, 2004 to December 31, 2004, in accordance with Canadian generally accepted accounting principles.

Our previous report dated April 25, 2005 has been withdrawn and as described in Note 2 to the financial statements, the accompanying financial statements of the Trust as at December 31, 2004 have been restated.

*Deloitte & Touche LLP.*

Chartered Accountants

Toronto, Canada  
April 24, 2006

# CNH CAPITAL CANADA WHOLESALE TRUST

## STATEMENT OF NET ASSETS AS AT DECEMBER 31, 2004 (In Canadian Dollars)

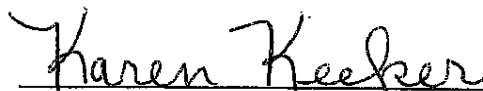
	2004 As Restated Note 2
<b>ASSETS</b>	
Restricted cash and cash equivalents (Note 4)	\$ 9,269,538
Accrued interest receivable (Note 5)	1,912,893
Investment in wholesale receivables (Note 6)	<u>517,815,995</u>
<b>TOTAL</b>	<b>\$ <u>528,998,426</u></b>
<b>LIABILITIES AND NET ASSETS</b>	
Interest and other accrued payables	\$ 1,034,996
Notes payable (Note 7)	404,656,000
Seller's Interest (Note 9)	<u>123,307,430</u>
<b>TOTAL</b>	<b>\$ <u>528,998,426</u></b>

The accompanying Notes to the Financial Statements are an integral part of these financial statements.

APPROVED BY CNH CAPITAL CANADA WHOLESALE TRUST,  
by its Administrator,  
CASE CREDIT LTD.



Steve Bierman  
President



Karen Keeker  
Controller

# CNH CAPITAL CANADA WHOLESALE TRUST

## STATEMENT OF OPERATIONS AND UNDISTRIBUTED INCOME FOR THE PERIOD FROM APRIL 30, 2004 (DATE OF DECLARATION OF TRUST) TO DECEMBER 31, 2004 (In Canadian Dollars)

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	<b>2004 As Restated Note 2</b>
Interest income	\$ 14,278,335
Interest expense	14,169,271
Other expenses	<u>107,864</u>
Total expenses	<u>14,277,135</u>
Net income	1,200
Undistributed income, beginning of period	--
Distribution to beneficiary	<u>(1,200)</u>
Undistributed income, end of period	\$ <u><u>          --</u></u>

The accompanying Notes to the Financial Statements are an integral part of these financial statements.

# CNH CAPITAL CANADA WHOLESALE TRUST

## STATEMENT OF CASH FLOWS FOR THE PERIOD FROM APRIL 30, 2004 (DATE OF DECLARATION OF TRUST) TO DECEMBER 31, 2004 (In Canadian Dollars)

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	<b>2004 As Restated Note 2</b>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	\$ 1,200
Adjustments to reconcile net income to net cash from operating activities:	
Increase in accrued interest receivable	(1,912,893)
Increase in interest payable and other accrued payables	<u>1,034,996</u>
Net cash from operating activities	<u>(876,697)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchase of wholesale receivables	(640,421,891)
Collections of wholesale receivables	122,605,896
Increase in restricted cash and cash equivalents	<u>(9,269,538)</u>
Net cash from investing activities	<u>(527,085,533)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from issuance of notes and seller's interest	664,739,170
Payment of notes and seller's interest	(136,775,740)
Distribution to beneficiary	<u>(1,200)</u>
Net cash from financing activities	<u>527,962,230</u>
NET CHANGE IN CASH AND ENDING CASH BALANCE	--
CASH PAID DURING THE PERIOD FOR INTEREST	\$ <u>13,661,701</u>

The accompanying Notes to the Financial Statements are an integral part of these financial statements.



# CNH CAPITAL CANADA WHOLESALE TRUST

## NOTES TO FINANCIAL STATEMENTS (In Canadian Dollars)

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### NOTE 1: FORMATION OF TRUST AND NATURE OF OPERATIONS

CNH Capital Canada Wholesale Trust (the “Trust”) was established by The Canada Trust Company as Issuer Trustee (the “Issuer Trustee”), under the laws of the Province of Ontario by Declaration of Trust dated April 30, 2004. BNY Trust Company of Canada is the indenture trustee for the Notes issued by the Trust.

The Trust is a special purpose trust whose business is specifically limited to (i) purchasing finance receivables and certain related rights and assets (collectively, the “Purchased Assets”) from Case Credit Ltd. (“Case Credit”), which Purchased Assets were acquired with proceeds from asset-backed securities issued by the Trust and through residual indebtedness of the Trust to Case Credit, (ii) holding, managing and disposing of Purchased Assets, (iii) making payments on its securities, and (iv) engaging in incidental and ancillary activities. Collections on the Purchased Assets are used to pay the obligations of the Trust, including the payment of interest and principal owing on the securities issued by it. The beneficiaries of the Trust are designated charitable organizations.

Pursuant to the Administration Agreement between the Issuer Trustee and Case Credit, as administrative agent and the Servicing Agreement between the Issuer Trustee and Case Credit, as Servicer, Case Credit carries out certain administrative and management activities for and on behalf of the Trust, including the administration, servicing, and collection of the receivables. The Trust pays a fee to Case Credit for the performance of the activities and fulfillment of its responsibilities under the Administration Agreement. No fee is payable by the Trust to Case Credit for the servicing of the Purchased Assets pursuant to the Sales and Servicing Agreement since the Purchased Assets are sold to the Trust by Case Credit on a fully-serviced basis. The Trust has no employees. Case Credit has prepared these financial statements.

### NOTE 2: RESTATEMENT OF RESULTS

The Statement of Operations and Undistributed Income previously excluded an accrual for certain interest revenue earned but unpaid at period end and certain interest revenue balances that were required to be recorded subsequent to the inception of the Trust. Accordingly, the Statement of Operations and Undistributed Income has been restated to reflect amounts that should have been included in interest revenue along with an equal and offsetting increase in interest expense. The offsetting increase in interest expense results from the requirement that all interest earned on the Purchased Assets in excess of the interest amounts required to be paid on the notes be remitted to Case Credit, as Seller. The adjustment to interest revenue and interest expense resulted in no change to the net income reported in the Statement of Operations and Undistributed Income for the period ending December 31, 2004.

The Statement of Net Assets was restated to reflect the interest receivable that had been earned but remained unpaid at December 31, 2004. This correction resulted in an offsetting adjustment to the Seller’s interest of \$1,910,742. In addition, excess cash collected by the Trust as of December 31, 2004 of \$19,740,484 was incorrectly recorded to accounts payable rather than to Seller’s interest. Furthermore, certain reclassifications were recorded that resulted in an additional increase to Seller’s interest totaling \$54,464.

# CNH CAPITAL CANADA WHOLESALE TRUST

## NOTES TO FINANCIAL STATEMENTS (In Canadian Dollars)

	<b>2004</b>		<b>2004</b>
	<b>As Presented</b>	<b>Adjustment</b>	<b>As Restated</b>
<b>ASSETS</b>			
Restricted cash and cash equivalents	\$ 9,269,538	\$ --	\$ 9,269,538
Accrued interest receivable	2,151	1,910,742	1,912,893
Investment in wholesale receivables	<u>517,800,114</u>	<u>15,881</u>	<u>517,815,995</u>
TOTAL	\$ <u>527,071,803</u>	\$ <u>1,926,623</u>	\$ <u>528,998,426</u>
<b>LIABILITIES AND NET ASSETS</b>			
Accounts payable	\$ 19,740,484	\$ (19,740,484)	\$ --
Interest and other accrued payables	1,073,579	(38,583)	1,034,996
Notes payable	404,656,000	--	404,656,000
Seller's interest	<u>101,601,740</u>	<u>21,705,690</u>	<u>123,307,430</u>
TOTAL	\$ <u>527,071,803</u>	\$ <u>1,926,623</u>	\$ <u>528,998,426</u>
	<b>2004</b>		<b>2004</b>
	<b>As Presented</b>	<b>Adjustment</b>	<b>As Restated</b>
Interest income	\$ 11,619,792	\$ 2,658,543	\$ 14,278,335
Interest expense	11,356,191	2,813,080	14,169,271
Other expenses	<u>262,401</u>	<u>(154,537)</u>	<u>107,864</u>
Total expenses	<u>11,618,592</u>	<u>2,658,243</u>	<u>14,277,135</u>
Net income	1,200	--	1,200
Undistributed income, beginning of period	--	--	--
Distribution to beneficiary	<u>(1,200)</u>	<u>--</u>	<u>(1,200)</u>
Undistributed income, end of period	\$ <u>-----</u>	\$ <u>-----</u>	\$ <u>-----</u>

### NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### *Basis of Presentation*

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). CNH Capital Canada Wholesale Trust has prepared its financial statements in Canadian dollars..

# CNH CAPITAL CANADA WHOLESALE TRUST

## NOTES TO FINANCIAL STATEMENTS (In Canadian Dollars)

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### *Use of Estimates in the Preparation of Financial Statements*

The preparation of these financial statements in accordance with Canadian GAAP requires the Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### *Restricted Cash and Cash Equivalents*

Restricted cash and cash equivalents are comprised of cash and highly liquid investments with an original maturity of three months or less.

### *Investment in Wholesale Receivables*

Investment in wholesale receivables is carried at lower of cost and net realizable value. The receivables are reduced monthly as scheduled principal payments, prepayments and interest are received by Case Credit, as Servicer, and remitted to the Trust. Credit losses, which are determined monthly by Case Credit in accordance with specified criteria, reduce the Seller's interest and losses incurred in excess of the Seller's interest are absorbed by the Trust.

### *Financing Costs*

Direct financing fees and costs incurred relating to issuing the series notes are expensed as incurred and included in interest expense.

### *Seller's Interest*

The amount of the purchase price that remains unpaid at any time constitutes a residual indebtedness of the Trust to Case Credit. Payments with respect to such residual indebtedness are made on a monthly basis representing the excess of interest earned on the Purchased Assets over the interest requirements on the notes, and are recorded as "Interest expense" in the accompanying statements of operations and undistributed income.

### *Income Taxes*

The Trust is subject to taxes under the *Income Tax Act* (Canada) on the amount of its taxable income for the period and is permitted a deduction in computing its income taxes for all amounts paid or payable to the Trust's beneficiaries in determining income for tax purposes. No provision for income tax has been reflected in these financial statements as the entire net income of the Trust for the period is payable to the beneficiaries.

### *Interest Revenue and Expense*

Interest revenue is recorded using the effective yield method. Interest revenue and interest expense are recorded on an accrual basis. Interest expense includes the residual indebtedness paid to Case Credit, which results from Trust income exceeding Trust expenses and distributions to the beneficiaries.

### *Other Expenses*

Other expenses include administration and trustee fees as well as other operating expenses.

# CNH CAPITAL CANADA WHOLESALE TRUST

## NOTES TO FINANCIAL STATEMENTS (In Canadian Dollars)

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### NOTE 4: RESTRICTED CASH AND CASH EQUIVALENTS

Restricted cash and cash equivalents include cash accumulated in the Collections Account. At December 31, 2004 these amounts are invested in short-term deposits with a financial institution at an average rate of 0.814% with maturities on or before January 14, 2005. Cash is restricted and is used to meet debt and interest payments as well as excess cash collections remitted to Case Credit.

### NOTE 5: ACCRUED INTEREST RECEIVABLE

Accrued interest receivable represents the interest income earned and not yet received by the Trust related to short-term deposits and the wholesale receivables.

### NOTE 6: INVESTMENT IN WHOLESALE RECEIVABLES

The wholesale receivables are pledged as collateral for the Notes and Seller's interest. At December 31, 2004, all wholesale receivables bear interest at Canadian prime plus a spread and have maturities of one year or less.

Concentrations of credit risk exist if a number of counterparties are engaged in similar activities and have similar economic characteristics that may cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. At December 31, 2004, all of the Trust's investment in wholesale receivables represents exposure to the agricultural and construction industries.

### NOTE 7: NOTES PAYABLE

The following are the outstanding notes issued by the Trust as of December 31, 2004:

<b>Notes Description</b>	<b>Principal Amount</b>	<b>Annual Interest Rate</b>	<b>Scheduled Final Payment Date</b>
Series CW2004-1 Class A Notes	\$ 150,000,000	One month CDOR plus 0.20%	August 15, 2006
Series CW2004-1 Class B Notes	\$ 12,303,000	One month CDOR plus 1.00%	August 15, 2006
Series CW2004-2 Class A Notes	\$ 175,000,000	One month CDOR plus 0.28%	August 15, 2007
Series CW2004-2 Class B Notes	\$ 14,353,000	One month CDOR plus 1.20%	August 15, 2007
Series CW2004 VFN Note	\$ <u>53,000,000</u>	Floating Rate	August 15, 2006
Total	\$ <u>404,656,000</u>		

The Series CW2004-1 and CW2004-2 Notes were offered to the public pursuant to a prospectus July 14, 2004. The Series CW2004-1 and CW2004-2 Notes are interest bearing and are secured by the Trust's ownership interest in the Purchased Assets and the related custodial accounts. The Series CW2004-1 and CW2004-2 Notes bear interest, on each Class, on their respective outstanding principal amounts. Interest on each Class of Series CW2004-1 and CW2004-2 Notes is payable on the 15<sup>th</sup> day of each month, in arrears.

The Series CW2004 VFN Note was issued and sold on a private placement basis on July 23, 2004. The Series CW2004 VFN Note is interest bearing and is secured by the Trust's ownership interest in the Purchased Assets and the related custodial accounts. The maximum limit for this Series is \$250,000,000 and the Trust can borrow and repay on this Note to fund purchases of additional receivables. The Series CW2004 VFN Note bears interest on its outstanding principal amount. Interest on the Series CW2004 VFN Note is payable on the 15<sup>th</sup> day of each month, in arrears.

# CNH CAPITAL CANADA WHOLESALE TRUST

## NOTES TO FINANCIAL STATEMENTS (In Canadian Dollars)

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Interest paid to non-related parties by the Trust on the Series CW2004-1 Notes, Series CW2004-2 Notes and Series CW2004 VFN Note for the period from April 30, 2004 (date of Declaration of Trust) to December 31, 2004 amounted to \$4,890,007.

The Trust's investment in the Purchased Assets results in significant concentrations of credit risk in the agricultural and construction industries. Numerous factors can affect the future performance of the Trust. These factors include the general level of activity in the agricultural and construction industries, the rate of North American agricultural production and demand, weather conditions, commodity prices, consumer confidence, government subsidies for the agricultural sector and prevailing levels of constructions (especially housing starts). The Trust manages this risk through a Reserve Account and through the subordination of indebtedness to Case Credit to amounts owing on the Notes, each of which provide the Trust with overcollateralization designed to minimize the impact of credit risk on the trusts ability to make payments on its notes. At December 31, 2004 all of the Trust's investment in wholesale receivables represents exposure to the agricultural and construction industries.

### NOTE 8: FINANCIAL INSTRUMENTS

The carrying amount of the floating-rate wholesale receivables was assumed to approximate its fair value. In addition, the carrying amounts of the floating-rate notes payable and Seller's interest were assumed to approximate its fair value.

### NOTE 9: RELATED PARTIES

Pursuant to the Administration Agreement between the Issuer Trustee and Case Credit, as administrative agent, and the Sale and Servicing Agreement between the Issuer Trustee and Case Credit, as Servicer, Case Credit carries out certain administrative and management activities for and on behalf of the Trust, including the administration, servicing, and collection of the receivables. The Trust pays a fee to Case Credit for the performance of the activities and fulfillment of its responsibilities under the Administration Agreement. No fee is payable by the Trust to Case Credit for the servicing of the Purchased Assets pursuant to the Sales and Servicing Agreement since the Purchased Assets are sold to the Trust on a fully-serviced basis.

For the period ending December 31, 2004, the Trust's interest expense paid to Case Credit with respect to residual indebtedness was \$8,771,694. The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Total interest expense on the statements of operations and undistributed income includes amounts paid to related parties for interest on the residual indebtedness.

As at December 31, 2004, the amounts due to related parties with respect to residual indebtedness are \$123,307,430.