

File No. CT-2004-009

CANADA COMPETITION TRIBUNAL

BETWEEN:

QUINLAN'S OF HUNTSVILLE INC.

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
JUL 22 2004 JUL 22 2004	REGISTRAR — REGISTRAIRE
OTTAWA Applicant	1007A

- and -

**FRED DEELEY IMPORTS LIMITED carrying on business as
DEELEY HARLEY-DAVIDSON CANADA**

Respondent

**AFFIDAVIT OF BREMNER J. GREEN
(sworn July 21, 2004)**

I, Bremner J. Green, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am the General Manager of Fred Deeley Imports Ltd. ("Deeley") and, accordingly, I have personal knowledge of the matters set out below, except where stated to be based on information and belief, in which case I believe such statements to be true.

Fred Deeley Imports Ltd.

2. Deeley is the exclusive distributor of Harley-Davidson motorcycles and related products in Canada.

3. In the normal course of its business, Deeley distributes Harley-Davidson products through retail dealerships located across Canada.

4. By letter dated December 9, 2003, Deeley informed Quinlan's of Huntsville Inc. ("Quinlan's") that Deeley would not be entering into a new retailer agreement with Quinlan's once the current retailer agreement runs out on July 31, 2004.

5. Deeley has no obligation to enter into a new retailer agreement or to extend a retailer agreement following the expiry of a dealer's existing retailer agreement. Under its existing

retailer agreement, Quinlan's has no right to a new agreement or an extension of its existing agreement.

6. For valid business reasons, Deeley has decided not to enter into a new retailer agreement with Quinlan's. Deeley's decision in this regard is completely unrelated to Mr. Quinlan's involvement with the Ontario Dealers' Association.

Motorcycles – A Competitive Market

7. The motorcycle market in North America, including Canada, comprises many competing brands. Honda, Suzuki, Kawasaki, Yamaha, BMW, Ducati, Polaris, Aprilia and Triumph all compete vigorously with Harley-Davidson for sales of motorcycles and related products throughout Canada.

8. The motorcycle market in both Canada and North America is very competitive. In its Form 10K filing made to the U.S. Securities Exchange Commission, Harley-Davidson characterizes the heavyweight motorcycle market (comprising motorcycles having an engine displacement of 651 cubic centimetres or more) as being "highly competitive". Attached as Exhibit "A" hereto is a true copy of the "Competition" section from Harley-Davidson, Inc.'s Form 10-K filing for the year ending December 31, 2003.

9. In Canada, in the category of heavyweight "street" motorcycles (the "street" category includes all street-legal motorcycles), the market share of Harley-Davidson motorcycles between September 2003 and May 2004 was approximately 30.9%. During the same period, its share of the Ontario motorcycle market was approximately 35.7%. Since the early 1990's, Harley-Davidson's share of the Canadian motorcycle market has declined from 55.6% in 1991 to 30.9% for the current riding season. Attached as Exhibits "B" and "C" respectively hereto is a copy of data taken from the May 2004 Motorcycle and Moped Industry Council ("MMIC") market share reports, and a chart showing Harley-Davidson's historical sales and share of the Canadian motorcycle market as based on MMIC data.

10. Due to the highly competitive nature of the Canadian motorcycle market Deeley constantly monitors and tracks the market share data provided in the MMIC reports. These reports allow Deeley to compare the sales of Harley-Davidson-brand motorcycles with those of

the other brands. Deeley uses these reports as the basis for creating its confidential business plans and to develop its strategy to compete with other brands of motorcycle.

11. Harley-Davidson offers customers financing that is competitive with similar programs offered by competitors and in 2004 increased the warranty period on its motorcycles from one to two years to better compete with other motorcycle manufacturers.

12. The ever-increasing competition between Harley-Davidson and other brands of motorcycles was recently addressed in an interview of the Chairman and Chief Executive Officer of Deeley, Don James, published in the in the Globe and Mail. In that interview, one of the questions asked of Mr. James was:

“It seems the Japanese manufacturers who dominate the global motorcycle business have finally figured out how to *make a motorcycle that looks and even sounds like a Harley*. Are they going to give you some serious competition this time? (emphasis added)”

In response, Mr. James acknowledged that Harley-Davidson faces increasing competition from other brands of motorcycles and stated that “We [Deeley] view competition as healthy.” Attached hereto as Exhibit “D” is a copy of the above-referenced Globe and Mail article, dated July 15, 2004.

13. The fact that Harley-Davidson competes with other brands of motorcycles is evidenced by the fact that professional analysts in the popular motorcycle press conduct comparison tests and publish articles comparing equivalent models of Harley-Davidson motorcycles and other manufacturers. For example, the August 2004 issue of Motorcycle Cruiser magazine contains a comparative article in which the Harley-Davidson 883 Sportster Custom is found to be comparable to the Honda Shadow Aero 750, the Kawasaki 800 Vulcan Classic, the Suzuki Intruder 800, the Suzuki Volusia 800, the Triumph Speemaster and the Yamaha V-Star Classic 650. Attached as Exhibit “E” hereto is a copy of the Motorcycle Cruiser article referred to above.

Motorcycle Parts/Accessories and Apparel – Competitive Markets

14. In addition to competing with other motorcycle manufacturers for the sale of motorcycles, Harley-Davidson competes with both other motorcycle manufacturers and third-party manufacturers in motorcycle parts/accessories and apparel markets.

15. With respect to motorcycle parts/accessories, Harley-Davidson's many competitors in this highly competitive field include: Custom Chrome, Cobra, SuperTrapp, K&N, S&S, STD, Progressive, Corbin, Kuryakyn, Avon, Performance Machine, and Drag Specialties, amongst others.

16. In the similarly highly competitive apparel market, Harley-Davidson rider apparel competes with Bristol, Wolf, Joe Rocket, Gericke, FIRSTGEAR, and Indian, amongst several others.

Quinlan's Sales

17. At paragraph 9 of his affidavit of June 26, 2004, Jim Quinlan reports that Quinlan's sales of Harley-Davidson products for every one of the past 5 years have been exactly 64.9999% of Quinlan's total sales. It is unclear from Jim Quinlan's affidavit whether those sales figures include revenues derived from Quinlan's sales of previously-owned products. I am advised by the district manager responsible for Quinlan's that Quinlan's also sold snowmobiles until sometime in 2001. Attached as Exhibit "F" hereto is a copy of two pages from the AutoTrader.ca website, which indicate that Quinlan's is engaged in the sale of previously-owned products.

The Competitive Motorcycle Marketplace

18. At paragraph 8 of his affidavit of June 26, 2004, Jim Quinlan claims that Quinlan's sells motorcycles to customers in the geographic area that includes Huntsville, Bracebridge, Gravenhurst, Bala, Parry Sound, and North Bay, and that its market extends south to Orillia, north to North Bay, east to Algonquin Park, and west to Georgian Bay.

19. Taking Mr. Quinlan's statements in this regard at face value, Quinlan's customers are prepared to travel considerable distances to purchase Harley-Davidson products and have their motorcycles serviced. Accordingly, Quinlan's customers will continue to be well served by the

Harley-Davidson dealers in Barrie, Lively, Owen Sound, Peterborough, Pembroke, Oshawa, Richmond Hill. For many of Quinlan's customers one or more of these dealers is within a comparable distance to that they already travel to Quinlan's.

20. Further, these and other dealerships in Ontario already compete with each other in the area Quinlan's claims to service. These dealerships will continue to provide a full range of sales and service choices to motorcycle customers in the areas previously serviced by Quinlan's.


21. At paragraph 20 of his affidavit of June 26, 2004, Jim Quinlan claims that Quinlan's revenues over the past two months have "fallen 20% compared to the same period last year." He attributes this loss of revenues to customer concern about the fact that Deeley will not be entering into a new Retailer Agreement with Quinlan's. What Mr. Quinlan does not indicate is that his claimed decrease in revenues is likely due, at least in part, to the fact that prices for Harley-Davidson products were reduced in 2004, which has a corresponding impact on dealer revenues.

22. Further, Quinlan's claimed loss of customers indicates that these customers are being well-served by competing dealerships.

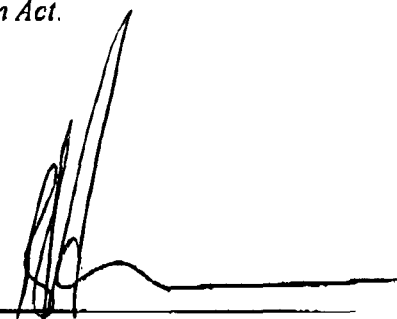
23. In addition to the Harley-Davidson dealers who can service Quinlan's existing customers, the area currently served by Quinlan's is well served by dealers who sell competing brands of motorcycles. Further this area is and will continue to be well served by independent vendors of parts/accessories and apparel, and independent service providers.

24. I swear this affidavit in support of Deeley's response to Quinlan's application for leave to make application under section 75 of the *Competition Act*.

SWORN BEFORE ME, on July 21, 2004, at Concord, Ontario



Commissioner for Taking Affidavits



Bremner J. Green

VANESSA EMERY
A Commissioner, etc., Province of
Ontario, while a student-at-law.
Expires April 20, 2007

QUINLAN'S OF HUNTSVILLE INC.
Applicant

and

FRED DEELEY IMPORTS LTD.
Carrying on business as **DEELEY**
HARLEY-DAVIDSON CANADA

Respondent

File No: CT-2004-009

JUL 22 2004 1:59PM

CANADA COMPETITION TRIBUNAL

AFFIDAVIT OF BREMNER J. GREEN
(Sworn July 21, 2004)

BLAKE, CASSELS & GRAYDON LLP
Box 25, Commerce Court West
Toronto, Ontario M5L 1A9

R. Seumas M. Woods LSUC #30169I
Tel: (416) 863-3876

Christopher Hersh LSUC #43080N
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Solicitors for the Respondent, Fred Deeley
Imports Ltd.

NO. 2574 P. 13

TAB A

This is Exhibit "A" referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004



A Commissioner, etc.

VANESSA EMERY
A Commissioner, etc., Province of
Ontario, while a student-at-law.
Expires April 20, 2007.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2003

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-9183

Harley-Davidson, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin

(State of organization)

3700 West Juneau Avenue,
Milwaukee, Wisconsin

(Address of principal executive offices)

Registrants telephone number: (414) 342-4680

Securities registered pursuant to Section 12(b) of the Act:

39-1382325

(I.R.S. Employer Identification No.)

53208

(Zip code)

Title of each class	Name of each Exchange on which registered
COMMON STOCK, \$0.01 PAR VALUE PER SHARE	NEW YORK STOCK EXCHANGE
PREFERRED STOCK PURCHASE RIGHTS	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such requirements for the past 90 days. Yes No o .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No .

Aggregate market value of the voting stock held by non-affiliates of the registrant at June 27, 2003:

\$11,965,851,735

Number of shares of the registrant's common stock outstanding at March 4, 2004:

294,431,681 shares.

Documents Incorporated by Reference

Part III of this report incorporates information by reference from registrant's Proxy Statement for the annual meeting of its shareholders to be held on April 25, 2004.

Competition. The heavyweight (651+cc) motorcycle market is highly competitive. The Company's major competitors are based outside the U.S. and generally have financial and marketing resources that are substantially greater than those of the Company. They also have larger worldwide revenue and are more diversified than the Company. In addition to these larger, established competitors, the Company has competitors headquartered in the U.S. The U.S. competitors generally offer heavyweight motorcycles with traditional styling that compete directly with many of the Company's products. These competitors currently have production and sales volumes that are lower than the Company's and do not hold a significant market share.

Competition in the heavyweight motorcycle market is based upon a number of factors, including price, quality, reliability, styling, product features, customer preference and warranties. The Company emphasizes quality, reliability and styling in its products and offers a 2 year warranty for its motorcycles. The Company regards its support of the motorcycling lifestyle in the form of events, rides, rallies, H.O.G. and its financing through HDFS as a competitive advantage. In general, resale prices for used Harley-Davidson motorcycles, as a percentage of prices when new, are significantly higher than resale prices for used motorcycles of the Company's competitors.

Domestically, the Company competes most heavily in the touring and custom segments of the heavyweight motorcycle market. These segments accounted for 82%, 80% and 79% of total heavyweight retail unit sales in the U.S. during 2003, 2002 and 2001, respectively. The custom and touring motorcycles are generally the most expensive vehicles in the market and the most profitable for the Company. During 2003, the heavyweight segment (including standard, performance, touring and custom motorcycles) represented approximately one-half of the total U.S. motorcycle market (on- and off-highway motorcycles and scooters) in terms of new units registered.

For the last 16 years, the Company has led the industry in domestic (United States) retail unit sales of heavyweight motorcycles. The Company's share of the heavyweight market was 50.3% in 2003 compared to 48.2% in 2002. This share is significantly greater than the Company's largest competitor in the domestic market which ended 2003 with an 18.4% market share.

The following chart includes U.S. retail registration data for the Company and its major competitors for the years 1999 through 2003.

Market share of U.S. Heavyweight Motorcycles (1)
(Engine Displacement of 651+cc)

	Year Ended December 31,				
	2003	2002	2001	2000	1999
<u>New U.S. Registrations (thousands of units):</u>					
Total market new registrations	461.2	442.3	394.3	340.0	275.6
Harley-Davidson new registrations	228.4	209.3	177.4	155.1	134.5
Buell new registrations	3.5	2.9	2.6	4.2	3.9
Total Company new registrations	231.9	212.2	180.0	159.3	138.4
<u>Percentage Market Share:</u>					
Harley-Davidson motorcycles	49.5 %	47.5 %	45.0 %	45.6 %	48.8 %
Buell motorcycles	0.8	0.7	0.7	1.2	1.4
Total Company	50.3	48.2	45.7	46.8	50.2
Honda	18.4	19.8	20.5	18.5	16.4
Suzuki	9.8	9.6	10.8	9.3	9.4
Kawasaki	6.7	6.9	8.0	9.0	10.3
Yamaha	8.5	8.9	7.9	8.4	7.0
Other	6.3	6.6	7.1	8.0	6.7
Total	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

(1) Motorcycle registration and market share information has been derived from data published by the Motorcycle Industry Council (MIC).

The Company faces unique competitive challenges in the international markets. The European heavyweight motorcycle market (as defined below) is roughly two-thirds of the size of the U.S. market; but unlike the domestic market, it is comprised of the unique tastes of many individual countries that together represent the total European market. In addition, 81% of the European heavyweight (651+cc) motorcycle market is comprised of the standard and performance segments. The Company's traditional Harley-Davidson products are designed to compete in the custom and touring segments. However, the Company continues to expand its product offerings to include new motorcycles like the VRSC, which can compete in both the custom and performance segments, and the Buell XB, a motorcycle specifically designed to compete in the performance segment.

On a worldwide basis, the Company measures its market share using the heavyweight classification. Although definitive market share information does not exist for many of the smaller foreign markets, the Company estimates its worldwide competitive position, using data reasonably available to the Company, to be as follows:

Worldwide Heavyweight Motorcycle Registration Data

(Engine Displacement of 651+cc)

(Units in thousands)

	2003		2002		2001	
	Units	% Share	Units	% Share	Units	% Share
<u>North America(1)</u>						
Harley-Davidson new registrations	238.3	48.1	220.1	46.4	185.6	43.9 %
Buell new registrations	3.7	0.8	3.0	.6	2.7	.6
Company registrations	242.0	48.9 %	223.1	47.0 %	188.3	44.5 %
Market new registrations	495.5		475.0		422.8	
<u>Europe(2)</u>						
Harley-Davidson new registrations	26.3	8.1 %	23.5	7.1 %	22.8	7.1 %
Buell new registrations	4.0	1.2	1.9	0.6	2.3	0.7
Company registrations	30.3	9.3 %	25.5	7.7 %	25.1	7.8 %
Market new registrations	323.1		331.8		319.9	
<u>Japan/Australia(3)</u>						
Harley-Davidson new registrations	15.2	25.8 %	13.6	21.3 %	12.7	20.4 %
Buell new registrations	1.0	1.7	.7	1.2	.7	1.2
Company registrations	16.2	27.5 %	14.3	22.5 %	13.4	21.6 %
Market new registrations	58.9		63.9		62.1	
<u>Total(4)</u>						
Harley-Davidson new registrations	279.8	31.9 %	257.2	29.6 %	221.1	27.5 %
Buell new registrations	8.7	1.0	5.6	0.7	5.7	0.7
Company registrations	288.5	32.9 %	262.8	30.3 %	226.8	28.2 %
Market new registrations	877.5		870.7		804.8	

(1) Includes the United States and Canada. Data provided by the Motorcycle Industry Council (MIC).

(2) Europe data, provided by Giral S.A., includes retail sales in Austria, Belgium, France, Germany, Italy, The Netherlands, Spain, Switzerland, United Kingdom, Denmark, Finland, Greece, Norway, Portugal and Sweden.

(3) Data provided by ERG, International and industry sources.


(4) Includes the North American, European and Japan/Australia markets as defined above.

TAB B

This is Exhibit "B" referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004



A Commissioner, etc.

VANESSA EMERY
A Commissioner, etc., Province of
Ontario, until a student-at-law.
Expires April 30, 2007.

Retail Motorcycle Sales Report (as of 2004/May)
National Categories
 Engine Size: All

Regions							Layer 1 of 6					
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Street	7,786	61.43%	8,593	63.52%	-807	-9.39%	30,487	57.97%	26,328	57.08%	4,159	15.80%
Dual Purpose	323	2.55%	461	3.41%	-138	-29.93%	1,565	2.98%	1,610	3.49%	-45	-2.80%
Competition	1,587	12.52%	2,038	15.07%	-451	-22.13%	9,673	18.39%	9,754	21.15%	-81	-0.83%
Off-Road Rec	1,421	11.21%	1,102	8.15%	319	28.95%	5,488	10.44%	4,250	9.21%	1,238	29.13%
Mini Bike	446	3.52%	401	2.96%	45	11.22%	2,122	4.04%	1,753	3.80%	369	21.05%
Scooter	1,111	8.77%	932	6.89%	179	19.21%	3,254	6.19%	2,433	5.27%	821	33.74%
All Categories	12,674	100.00%	13,527	100.00%	-853	-6.31%	52,589	100.00%	46,128	100.00%	6,461	14.01%

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NO. 2574 P. 24

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Categories
Engine Size: All

JUL 22, 2004 2:01 PM

Western							Layer 2 of 6					
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Street	2,198	50.70%	2,287	52.08%	-89	-3.89%	9,589	47.85%	7,979	46.14%	1,610	20.18%
Dual Purpose	126	2.91%	150	3.42%	-24	-16.00%	650	3.24%	581	3.36%	69	11.88%
Competition	805	18.57%	1,041	23.71%	-236	-22.67%	5,013	25.01%	5,130	29.66%	-117	-2.28%
Off-Road Rec	666	15.36%	508	11.57%	158	31.10%	2,718	13.56%	2,010	11.62%	708	35.22%
Mtnl Bikes	194	4.48%	192	4.37%	2	1.04%	1,003	5.00%	794	4.59%	209	26.32%
Scooter	346	7.98%	213	4.85%	133	62.44%	1,068	5.33%	800	4.63%	268	33.50%
All Categories	4,335	100.00%	4,391	100.00%	-56	-1.28%	20,041	100.00%	17,294	100.00%	2,747	15.88%

NO. 2574 P. 25

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Categories
Engine Size: All

Ontario

Layer 3 of 6

	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Street	2,215	67.24%	2,692	71.05%	-477	-17.72%	8,619	61.37%	8,577	61.40%	42	0.49%
Dual Purpose	66	2.00%	123	3.25%	-57	-46.34%	359	2.56%	464	3.32%	-105	-22.63%
Competition	408	12.39%	459	12.11%	-51	-11.11%	2,480	17.66%	2,657	19.02%	-177	-6.66%
Off-Road Rec	375	11.38%	320	8.45%	55	17.19%	1,623	11.56%	1,405	10.06%	218	15.52%
Mini Bike	134	4.07%	120	3.17%	14	11.67%	673	4.79%	626	4.48%	47	7.51%
Scooter	96	2.91%	75	1.98%	21	28.00%	291	2.07%	240	1.72%	51	21.25%
All Categories	3,294	100.00%	3,789	100.00%	-495	-13.06%	14,045	100.00%	13,989	100.00%	76	0.54%

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Categories
Engine Size: All

Quebec												Layer 4 of 6	
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change	
Street	2,751	69.24%	3,017	68.55%	-266	-8.82%	10,062	67.82%	8,155	67.59%	1,907	23.38%	
Dual Purpose	85	2.14%	154	3.50%	-69	-44.81%	411	2.77%	430	3.56%	-19	-4.42%	
Compellion	274	6.90%	404	9.18%	-130	-32.18%	1,715	11.56%	1,505	12.47%	210	13.95%	
Off-Road Rec	196	4.93%	162	3.68%	34	20.99%	645	4.35%	472	3.91%	173	36.65%	
Mini Bike	63	1.59%	68	1.55%	-5	-7.35%	289	1.95%	226	1.87%	63	27.88%	
Scooter	604	15.20%	596	13.54%	8	1.34%	1,715	11.56%	1,277	10.58%	438	34.30%	
All Categories	3,973	100.00%	4,401	100.00%	-428	-9.73%	14,837	100.00%	12,065	100.00%	2,772	22.98%	

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Categories
Engine Size: All

Maritimes

Layer 5 of 6

	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Street	620	58.16%	597	63.17%	23	3.85%	2,042	59.29%	1,613	59.11%	429	26.60%
Dual Purpose	46	4.32%	34	3.60%	12	35.29%	145	4.21%	133	4.87%	12	9.02%
Competition	99	9.29%	133	14.07%	-34	-25.56%	450	13.07%	422	15.46%	28	6.64%
Off-Road Rec	181	16.98%	112	11.85%	69	61.61%	471	13.68%	347	12.72%	124	35.73%
Mini Bike	55	5.16%	21	2.22%	34	161.90%	156	4.53%	101	3.70%	55	54.46%
Scouter	65	6.10%	48	5.08%	17	35.42%	180	5.23%	113	4.14%	67	59.29%
All Categories	1,066	100.00%	945	100.00%	121	12.80%	3,444	100.00%	2,729	100.00%	715	26.20%

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NO. 2574 P. 28

PowerPlay Report, Fred Dealey Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Brands & Segments

All Regions

Layer 1 of 6

	Category: Street 651 cc +											
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Aprilia	0	0.00%	0	0.00%	0	/0	2	0.01%	0	0.00%	2	/0
BMW	112	1.76%	90	1.33%	22	24.44%	462	1.87%	481	2.23%	-19	-3.95%
Buell	35	0.55%	18	0.27%	17	94.44%	152	0.62%	119	0.55%	33	27.73%
Ducati	24	0.38%	19	0.28%	5	26.32%	183	0.74%	118	0.55%	65	55.08%
Harley-Davidson	1,954	30.73%	1,939	28.56%	15	0.77%	7,620	30.89%	6,670	30.84%	950	14.24%
Honda	1,316	20.74%	1,572	23.15%	-256	-16.28%	4,677	18.96%	4,929	22.79%	-252	-5.11%
KTM	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0
Kawasaki	1,117	17.60%	968	14.26%	149	15.39%	3,355	13.60%	2,310	10.66%	1,045	45.24%
Polaris	25	0.39%	26	0.38%	-1	-3.85%	107	0.43%	60	0.28%	47	78.33%
Suzuki	771	12.15%	1,085	15.98%	-314	-28.94%	3,439	13.94%	3,226	14.92%	213	6.60%
Triumph	86	1.36%	30	0.44%	56	186.67%	294	1.19%	214	0.99%	80	37.38%
Yamaha	906	14.28%	1,043	15.36%	-137	-13.14%	4,379	17.75%	3,498	16.18%	881	25.19%
Brands	6,346	100.00%	6,790	100.00%	-444	-6.54%	24,670	100.00%	21,625	100.00%	3,045	14.08%
Custom/Classic	4,161	65.57%	4,562	67.19%	-401	-8.79%	16,192	65.63%	13,833	63.97%	2,359	17.05%
Sport	1,172	18.47%	1,142	16.82%	30	2.63%	4,440	18.00%	3,810	17.62%	630	16.54%
Touring	1,009	15.90%	1,086	15.99%	-77	-7.09%	4,026	16.32%	3,982	18.41%	44	1.10%
Custom/Classic	4	0.06%	0	0.00%	4	/0	12	0.05%	0	0.00%	12	/0
Segments	6,346	100.00%	6,790	100.00%	-444	-6.54%	24,670	100.00%	21,625	100.00%	3,045	14.08%

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

JUL 22, 2004 2:02PM

NO. 2574 P. 29

Retail Motorcycle Sales Report (as of 2004/May)
National Brands & Segments

JUL 22 2004 2:02PM

Western												Layer 2 of 6	
Category: Street 851 cc +													
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change	
Aprilia	0	0.00%	0	0.00%	0	/0	1	0.01%	0	0.00%	1	/0	
BMW	25	1.45%	23	1.34%	2	8.70%	95	1.26%	130	2.03%	-35	-26.92%	
Buell	13	0.75%	8	0.47%	5	62.50%	56	0.74%	41	0.64%	15	36.59%	
Ducati	10	0.58%	6	0.35%	4	66.67%	86	1.14%	42	0.66%	44	104.76%	
Harley-Davidson	580	33.56%	593	34.62%	-13	-2.19%	2,695	35.73%	2,231	34.91%	464	20.80%	
Honda	389	22.51%	428	24.99%	-39	-9.11%	1,537	20.38%	1,537	24.05%	0	0.00%	
KTM	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0	
Kawasaki	199	11.52%	161	9.40%	38	23.60%	775	10.27%	588	9.20%	187	31.80%	
Polaris	16	0.93%	16	0.93%	0	0.00%	56	0.74%	36	0.56%	20	55.56%	
Suzuki	206	11.92%	246	14.36%	-40	-16.26%	959	12.71%	847	13.26%	112	13.22%	
Triumph	47	2.72%	9	0.53%	38	422.22%	132	1.75%	94	1.47%	38	40.43%	
Yamaha	243	14.06%	223	13.02%	20	8.97%	1,151	15.26%	844	13.21%	307	36.37%	
Brands	1,728	100.00%	1,713	100.00%	15	0.88%	7,543	100.00%	6,390	100.00%	1,153	18.04%	
Custom/Classic	1,089	63.02%	1,105	64.51%	-16	-1.45%	4,837	64.13%	3,958	61.94%	879	22.21%	
Sport	352	20.37%	305	17.81%	47	15.41%	1,422	18.85%	1,213	18.98%	209	17.23%	
Touring	284	16.44%	303	17.69%	-19	-6.27%	1,275	16.90%	1,219	19.08%	56	4.59%	
Custom/Classic	3	0.17%	0	0.00%	3	/0	9	0.12%	0	0.00%	9	/0	
Segments	1,728	100.00%	1,713	100.00%	15	0.88%	7,543	100.00%	6,390	100.00%	1,153	18.04%	

NO. 2574 P. 30

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

**Retail Motorcycle Sales Report (as of 2004/May)
National Brands & Segments**

JUL 22, 2004 2:03PM

Ontario													Layer 3 of 6
	Category: Street 651 cc +												
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change	
Aprilia	0	0.00%	0	0.00%	0	/0	1	0.01%	0	0.00%	1	/0	
BMW	35	2.02%	30	1.50%	5	16.67%	184	2.74%	168	2.51%	16	9.52%	
Buell	7	0.40%	5	0.25%	2	40.00%	37	0.55%	55	0.82%	-18	-32.73%	
Ducati	8	0.46%	10	0.50%	-2	-20.00%	50	0.89%	41	0.61%	19	46.34%	
Harley-Davidson	678	39.06%	703	35.20%	-25	-3.56%	2,397	35.74%	2,337	34.98%	60	2.57%	
Honda	359	20.68%	399	19.98%	-40	-10.03%	1,332	19.86%	1,426	21.34%	-94	-6.59%	
KTM	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0	
Kawasaki	230	13.25%	243	12.17%	-13	-5.35%	689	10.27%	613	9.18%	76	12.40%	
Polaris	5	0.29%	8	0.40%	-3	-37.50%	23	0.34%	19	0.28%	4	21.05%	
Suzuki	206	11.87%	324	16.22%	-118	-36.42%	917	13.67%	969	14.50%	-52	-5.37%	
Triumph	12	0.69%	10	0.50%	2	20.00%	65	0.97%	72	1.08%	-7	-9.72%	
Yamaha	196	11.29%	265	13.27%	-69	-26.04%	1,001	14.93%	981	14.68%	20	2.04%	
Brands	1,736	100.00%	1,997	100.00%	-261	-13.07%	6,706	100.00%	6,681	100.00%	25	0.37%	
Custom/Classic	1,086	62.56%	1,314	65.80%	-228	-17.35%	4,327	64.52%	4,112	61.55%	215	5.23%	
Sport	291	16.76%	310	15.52%	-19	-6.13%	1,085	16.18%	1,195	17.89%	-110	-9.21%	
Touring	358	20.62%	373	18.68%	-15	-4.02%	1,291	19.25%	1,374	20.57%	-83	-6.04%	
Custom/Classic	1	0.06%	0	0.00%	1	/0	3	0.04%	0	0.00%	3	/0	
Segments	1,736	100.00%	1,997	100.00%	-261	-13.07%	6,706	100.00%	6,681	100.00%	25	0.37%	

NO. 2574 P. 31

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004

Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Brands & Segments

JUL 22, 2004 2:03PM

Quebec												Layer 4 of 6	
Category: Street 651 cc +													
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change	
Aprilia	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0	
BMW	51	2.14%	36	1.38%	15	41.67%	180	2.08%	176	2.43%	4	2.27%	
Buell	15	0.63%	5	0.19%	10	200.00%	50	0.58%	18	0.25%	32	177.78%	
Ducati	5	0.21%	3	0.11%	2	66.67%	36	0.42%	35	0.48%	1	2.86%	
Harley-Davidson	557	23.33%	553	21.18%	4	0.72%	2,027	23.46%	1,750	24.19%	277	15.83%	
Honda	464	19.44%	641	24.55%	-177	-27.61%	1,494	17.29%	1,685	23.30%	-191	-11.34%	
KTM	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0	
Kawasaki	579	24.26%	478	18.31%	101	21.13%	1,653	19.13%	902	12.47%	751	83.26%	
Polaris	2	0.08%	0	0.00%	2	/0	11	0.13%	2	0.03%	9	450.00%	
Suzuki	284	11.90%	398	15.24%	-114	-28.64%	1,194	13.82%	1,174	16.23%	20	1.70%	
Triumph	25	1.05%	9	0.34%	16	177.78%	68	0.79%	40	0.55%	28	70.00%	
Yamaha	405	16.97%	488	18.69%	-83	-17.01%	1,928	22.29%	1,451	20.06%	475	32.74%	
Brands	2,387	100.00%	2,611	100.00%	-224	-8.58%	8,639	100.00%	7,233	100.00%	1,406	19.44%	
Custom/Classic	1,615	67.66%	1,794	68.71%	-179	-9.98%	5,795	67.08%	4,806	66.45%	989	20.58%	
Sport	477	19.98%	459	17.58%	18	3.92%	1,627	18.83%	1,231	17.02%	396	32.17%	
Touring	295	12.36%	358	13.71%	-63	-17.60%	1,217	14.09%	1,196	16.54%	21	1.76%	
Custom/Classic	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0	
Segments	2,387	100.00%	2,611	100.00%	-224	-8.58%	8,639	100.00%	7,233	100.00%	1,406	19.44%	

NO. 2574 P. 32

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004
Note: Reporting period starts in September.

Retail Motorcycle Sales Report (as of 2004/May)
National Brands & Segments

Maritimes

Layer 5 of 6

	Category: Street 651 cc +											
	MTD	% of Volume	Prior Year MTD	% of Volume	Unit Change	% Change	YTD	% of Volume	Prior YTD	% of Volume	Unit Change	% Change
Aprilia	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0
BMW	1	0.20%	1	0.21%	0	0.00%	3	0.18%	7	0.53%	-4	-57.14%
Buell	0	0.00%	0	0.00%	0	/0	9	0.55%	5	0.38%	4	80.00%
Ducati	1	0.20%	0	0.00%	1	/0	1	0.06%	0	0.00%	1	/0
Harley-Davidson	139	28.14%	90	19.19%	49	54.44%	501	30.40%	352	26.73%	149	42.33%
Honda	104	21.05%	104	22.17%	0	0.00%	314	19.05%	281	21.34%	33	11.74%
KTM	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0
Kawasaki	109	22.06%	86	18.34%	23	26.74%	238	14.44%	207	15.72%	31	14.98%
Polaris	2	0.40%	2	0.43%	0	0.00%	17	1.03%	3	0.23%	14	466.67%
Suzuki	75	15.18%	117	24.95%	-42	-35.90%	236	14.32%	236	17.92%	0	0.00%
Triumph	2	0.40%	2	0.43%	0	0.00%	29	1.76%	8	0.61%	21	262.50%
Yamaha	61	12.35%	67	14.29%	-6	-8.96%	300	18.20%	218	16.55%	82	37.61%
Brands	494	100.00%	469	100.00%	25	5.33%	1,648	100.00%	1,317	100.00%	331	25.13%
Custom/Classic	370	74.90%	349	74.41%	21	6.02%	1,199	72.75%	955	72.51%	244	25.55%
Sport	52	10.53%	68	14.50%	-16	-23.53%	206	12.50%	170	12.91%	36	21.18%
Touring	72	14.57%	52	11.09%	20	38.46%	243	14.75%	192	14.56%	51	26.56%
Custom/Classic	0	0.00%	0	0.00%	0	/0	0	0.00%	0	0.00%	0	/0
Segments	494	100.00%	469	100.00%	25	5.33%	1,648	100.00%	1,317	100.00%	331	25.13%

PowerPlay Report, Fred Deeley Imports Ltd. Confidential, Tuesday, June 08, 2004

Note: Reporting period starts in September.

JUL 22 2004 2:03PM

NO. 2574 P. 33

TAB C

This is Exhibit "C" referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004



A Commissioner, etc.

JANESSA EMERY
A Commissioner, etc., Province of
Ontario, while a student-at-law.
Expires April 28, 2007.

- Motorcycle Market Share Information for Canada -

As of May, 31, 2004

	Harley-Davidson (units retailed)	Street Bikes (651cc+) (units retailed)	H-D Market Share (%)
YTD 9-03 to May-04	7,620	24,670	30.9%
Sep-02 to Aug-03	9,954	34,167	29.1%
Sep-01 to Aug-02	9,668	31,857	30.3%
Sep-00 to Aug-01	7,961	27,923	28.5%
Sep-99 to Aug-00	8,295	25,243	32.9%
Sep-98 to Aug-99	7,592	21,934	34.6%
Sep-97 to Aug-98	6,483	15,821	41.0%
Sep-96 to Aug-97	5,807	14,166	41.0%
Sep-95 to Aug-96	5,127	11,835	43.3%
Sep-94 to Aug-95	4,914	10,962	44.8%
Sep-93 to Aug-94	4,312	8,715	49.5%
Sep-92 to Aug-93	4,102	8,042	51.0%
Sep-91 to Aug-92	3,814	6,855	55.6%

TAB D

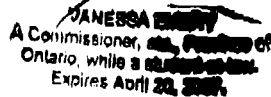
This is **Exhibit "D"** referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004



A Commissioner, etc.



VANESSA LUNDY
A Commissioner, etc., Province of
Ontario, while a student
Expires April 20, 2007

FIVE QUESTIONS FOR . . .

CEO of Harley-Davidson, Buell distributor



MICHAEL VAUGHAN

Don James is a founder, principal shareholder, chairman and chief executive officer of Deeley Harley-Davidson Canada, the exclusive Canadian distributor of Harley-Davidson and Buell motorcycles. He is also a member of the board of directors of Harley-Davidson Inc.

Deeley Harley-Davidson Canada has been among Canada's 50 Best Managed Companies for nine consecutive years (1995-2003).

Born in Edmonton, James attended the University of Alberta and B.C.'s Simon Fraser University. He and his wife Ruth have two children.

James divides his recreational time between Whistler Mountain, an Arabian horse farm in Saanich, B.C., and riding Harley-Davidson motorcycles.

Vaughan: It's the "outlaw" image that sells Harleys. You have been very successful maintaining that image, which is good business. But are you occasionally upset or even disgusted that murdering, drug dealing, organized criminals in motorcycle gangs ride around on your product exclusively?

James: We sell far more motorcycles to police and fire services than we do to that particular segment. One of the wonderful things about Harley-Davidson is the broad-based appeal it has to people from all walks of life. You could be a doctor, labourer, secretary or lawyer. Once you put on your leathers and sit on the seat of a Harley-Davidson motorcycle, you are an equal. The common denominator is the love of Harley-Davidson and a feeling of camaraderie.

Vaughan: Your customers are old white guys, lots of them in their 50s and 60s. How are you going to interest younger and more diverse

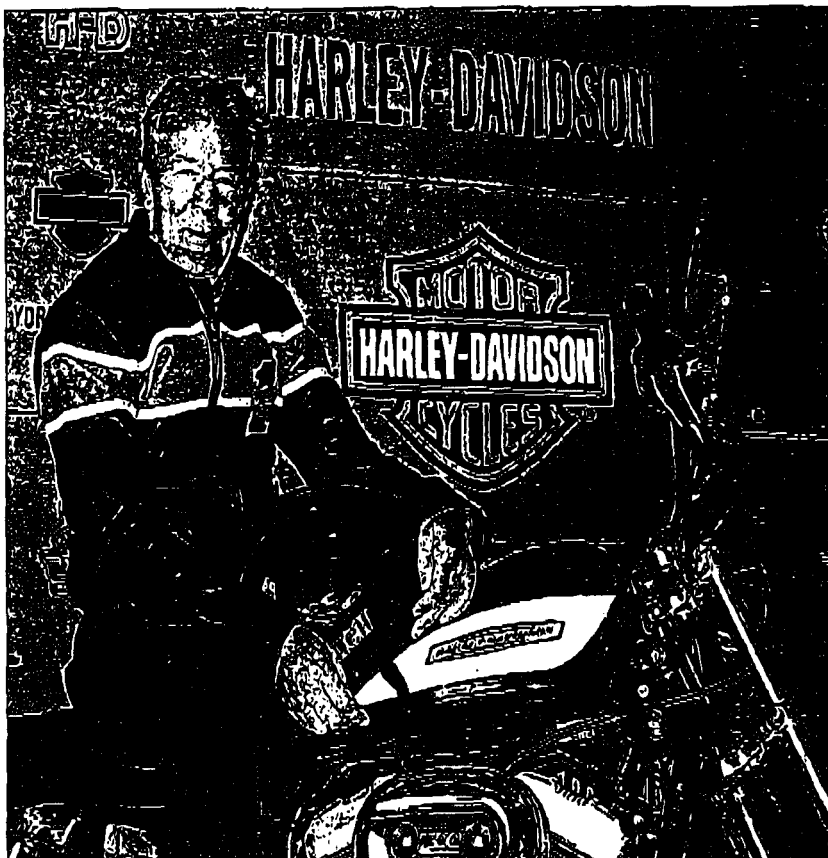
buyers in your traditional product line?

James: Harley-Davidson is always evolving. Many of our models have grown from styles popular in the past that honour the heritage and legacy of Harley-Davidson. At the same time, we've brought in many radical changes that appeal to a broader demographic. The new Sportster is a great example. We took a design that had not changed radically in many years and totally re-engineered the motorcycle. By using rubber to isolate the engine, we smoothed out the performance, providing usable horsepower and torque. It's ergonomically sound and easy to ride because the seat is lower, allowing both feet to easily get to the ground, two features that appeal to the younger and entry-level rider. Another example is the technologically ground-breaking V-Rod, a water-cooled engine totally unlike anything we had previously designed. The V-Rod represents a whole new family within Harley-Davidson and is proving popular with younger riders both male and female. We also introduced Buell to Canada. Owned by Harley-Davidson and powered by our V-twin engine, this brand is designed for the performance and handling market, which appeals to younger riders.

Vaughan: About 10 per cent of Harley owners are women, up from 2 per cent in the 1980's. Do you think 10 per cent's about the limit?

James: We know there is tremendous potential to increase ridership among women. After all, they make up half of our population. We've seen a huge trend in the past five years of women getting off the back of a motorcycle and onto the front. In fact, we are proud that female purchasers now comprise nearly 15 per cent of our Canadian sales, a figure that is significantly higher than in the United States. My wife is a great example: After years of back-seat riding, she decided to take the Canada Safety Course, obtained her M license and is now an avid Harley owner.

Vaughan: There's everything under the sun with a Harley-David-



You could be a doctor, labourer, secretary or lawyer. You could even be Don James, Canadian distributor of Harley-Davidson. Once you put on your leathers and sit on the seat of a Harley, you are an equal, he says.

son logo on it from a shop glass to a Ford pickup truck. How far can you push the "officially licensed" Harley-Davidson merchandise before the rugged individual types on their "hawgs" see this as a sellout to corporate profiteering?

James: Harley-Davidson recognized years ago that it was in our best interests to protect our image and brand, so we decided to spread our reach by licensing selected products. We consulted with our customers, something we have always done and continue to do, to find out what they wanted, and learned there was a great desire for products that supported the Harley-Davidson lifestyle. That meant anything from vacations, to removable tattoos, to yes, a licensed Harley-Davidson Ford truck. Ford is

another well-established American manufacturer so we felt it was a perfect fit and our relationship has been mutually beneficial.

Vaughan: It seems the Japanese manufacturers who dominate the global motorcycle business have finally figured out how to make a motorcycle that looks and even sounds like a Harley. Are they going to give you some serious competition this time?

James: Imitation is the biggest form of flattery. If Harley-Davidson hasn't pioneered it, we've been the flag bearer for every heavyweight motorcycle cruiser design in today's market. Take the V-twin air-cooled engine for example. I remember a time when the industry said this design would never sur-

vive. Today, we are the market leader, owning more than 30 per cent of the market share in the 650-cc and up, large-displacement category.

We view competition as healthy. We are confident that with our current range of models, our American-designed and manufactured motorcycles will continue to successfully compete with those of any manufacturer from Europe or Japan.

Michael Vaughan is the co-host with Jeremy Cato of Car/Business, Sunday afternoon at 1 p.m. on Toronto One. Michael Vaughan Live is on at 8 p.m. Monday to Friday on Report on Business Television.

mvaughan@robnv.com

TAB E

This is Exhibit "E" referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004


A Commissioner, etc.

VANESSA EMERY
A Commissioner, etc., Province of
Ontario, a Student-at-Law.
B. 1997

The New Order

*The most best-selling bike in the
country, responsive, dripping
with power and chrome.*





Welcome to the 650cc-800cc world. Seven cruisers that are fun, efficient and affordable. Bikes that aren't little, yet aren't big. We used to call them middleweights, but after the recent paradigm shift induced by the arrival of Honda's 1800cc and 1300cc VTX and confirmed by the introduction of Kawasaki's bar-raising 2000cc Vulcan, "middleweights" are now 900-1400cc, instead of 650-1100cc. Since the newly reshuffled gang of 650-800cc cruisers

assembled here is absolutely not limited to entre-level appeal, it seems only right to invent a new description. If we relate it to physical dynamics, we'd call it the "Lightweight Class," positioned snugly between featherweight and welterweight cruisers.

But then again, we could also just refer to this roundup as the "Best-Selling Class in America." Surprised by the lofty classification? Don't be. Cruisers from 670 to 800cc outsell all other sizes, including large-displacement bikes from Harley and all the Japanese marques. We could also refer to this group as the "Value Bikes," since the low prices vs. high

efficiency/style/versatility weigh dramatically in the consumer's favor. In fact, these bikes are so many different things to different types of riders, we suppose you could call the class just about anything... except unappealing.

We were especially excited to reassess this group of cruisers in 2004 since Harley introduced a much-improved version of the Sportster 883, which eliminated some of the vibration and drivetrain issues that had kept the previous models from doing well in recent competitions. Honda's new Aero 750, with shaft drive and an updated A.C.F. engine and exhaust, was promising to stir up the mix as well. Kawasaki's Vulcan 800 has been the champ in prior years, outdone only by Suzuki's Volusia in our last comparison (available in the Road Tests section of www.motorcyclenews.com). The



which Suzuki calls an 800cc "cruiser" which we fondly call "Disco Bike," hasn't changed much over the last couple of decades, and while it might not be in step with its bigger, bolder brethren stylistically, it can sometimes surprise us with its sleeper appeal and cultish charm. This year we also added another previously untested and interesting opponent, Triumph's 2004 Speedmaster, the sportier version of the Bonneville America. Finally, we decided to include Yamaha's venerable V-Star 650, which perhaps should have been left in the smaller-capacity, entry-level cruiser category with bikes that more closely match it in displacement. But the thing is, it always, always kicks butt in that arena, outclassing the small bikes by such an extreme margin we thought it ought to have a go against the bigger blokes.

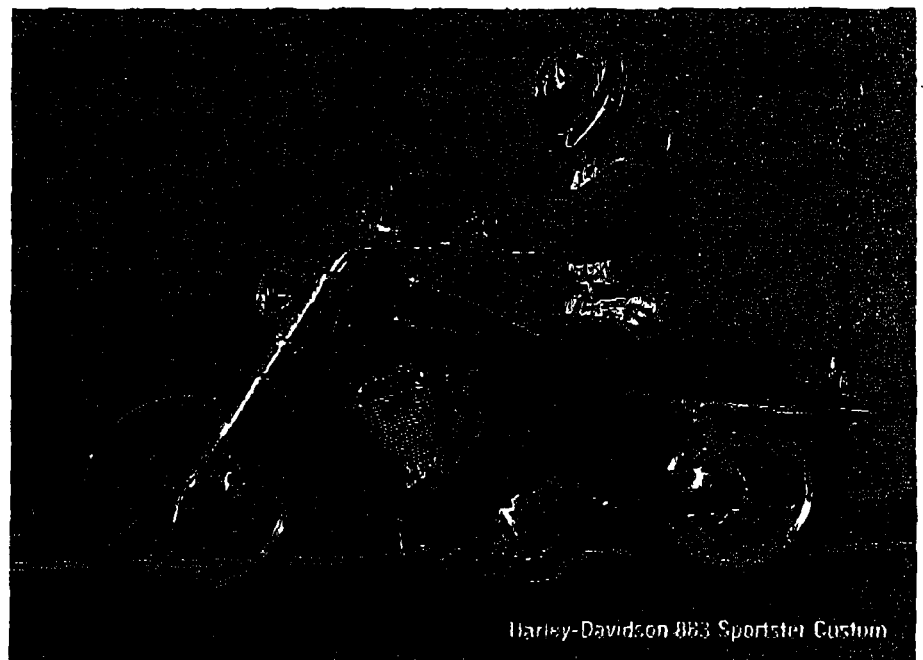
We wanted to do a little bit of everything with these bikes, so we decided to take them on an extreme Sunday ride (in addition to daily testing) that would include ridiculous urban traffic, hundreds of freeway miles, crazy twisties and meandering desert highways. Our destination was wind-torn Borrego Springs, California, where one can find—at the right time of day—a tall drink and palm-thin sliver of shade.

In this test, instead of droning on as we compare the bikes in a long-winded story, we've decided to separate them and talk about them individually, as well as how each compares to the others in the group. So say you are interested in just one or two

of them, you can just click right to them instead of dissecting the world.

SMOOTH TALKER second runner-up **Harley-Davidson 883 Sportster Custom** Harley-Davidson's 883 models are legendary, having turned the motorcycling world upside down when they were first introduced in 1957. In those times, the lightweight, aggressively tuned bikes were tough to beat. The latest versions of the 883 Sportster are newly competitive thanks to some much-needed mods, the

most significant of which moved the engine to rubber mounts, thus cleaning up most of the Sporty's infamous vibration. Other upgrades include massive engine refinement, better finish, new brakes, a 21-inch front wheel, lowered suspension and reconfigured ergonomics. You can tell the Custom (tested here) from the standard Sporty by its larger fuel tank (4.5 gallons instead of 3.3), more forward footpegs, a skinny front wheel, silver powdercoated engine cases and a slightly higher price tag (about \$1000 more than the standard ver-



Harley-Davidson 883 Sportster Custom

sion). The new frame (which has improved chassis rigidity by a claimed 28 percent) and other upgrades added 50-plus pounds to the cruiser's dry weight.

If you are familiar with the previous 883s, you notice a couple of things about the new version right away. First, it's way smoother. A little farther down the road you notice it's also a bit heavier and, at least on the Custom, the rear suspension is not very compliant. The lack of travel is a

be claimed. The Harley took the third slot in our comparison this time, but it is one of the most improved cruisers of 2004.

NEW GENERATION Honda Shadow Aero 750

This year the Aero is the only 750cc cruiser in Honda's line. Gone are the Magna, Shadow Spirit and Sabre of the same capacity. The biggest news about this new V-twin cruiser is its use of shaft drive—something

and three valves per cylinder, though it employs a single carb instead of the two found on the previous design. Power from this bike is adequate, and it fell in line where you'd expect it to—behind the 800cc units and ahead of the 650.

The shaft drive certainly answers the concerns of consumers searching for a trouble-free ride, and it does not create any notable jacking effect. It's an undeniable improvement over the messier, high-maintenance chains of yore. Handling on the Honda is straightforward and honest, and there's a decent amount of cornering clearance. It's an easy bike to ride, and one a beginner will feel confident on. Two testers mentioned vague front-end feedback on longitudinal pavement seams, though that is often remedied with a tire change. Suspension is soft overall, especially when compared to the other bikes in this class. Not a bad thing, though a heavy rider can bottom the rear end pretty easily. A passenger or a heavy load would worsen the problem. Brakes, again, were middle of the road, but they offered plenty of power. We'd like to see more lever adjusters.

Although it's certainly aimed to fit riders under six feet, everyone reported being fairly comfortable on the Shadow for short distances. The largest among us suffered the most, complaining of being cramped and crowded at the bum. That same rider



Honda Shadow Aero 750

trade-off for the bike's extremely low seat height of 26.3 inches. The 883 is the largest bike in this comparison, both in weight and displacement, but when it comes to power, it runs about midpack, behind the 800 Kawasaki, Suzuki Intruder and Volusia, and about equal with the Triumph. We did enjoy it on twisty roads, however, when the stout chassis, high clearance and smooth drivetrain really worked in the rider's favor.

Smooth shifting, easier clutch action and solid braking are all subtle yet noticeable and appreciated improvements on the 883. After riding both the Custom and standard models, we'd recommend the latter for its faster, more stable-feeling front tire, longer suspension travel, greater clearance, sportier riding position and, oh yeah, that lower price. We do like the looks of both 883 Sportsters. As one tester said, "This has always been a handsome, elemental motorcycle, and this new version is remarkably un-screwed-up."

Overall, the Harley Custom is a very much improved 883. Getting rid of that nasty vibration was just the cure, allowing the rider to experience this machine as the prince it is. The last time we did this comparison we had to draw straws to see who would ride the Harley on the long stint home. This year, it was one of the first to



Kawasaki 800 Vulcan Classic

rate in the economy-minded world of entry-level cruisers. Most bikes in this class feature high-maintenance chain drive systems, except the Harley, which uses a belt, and the Honda and Yamaha V-Star, which spring for the high-end efficiency of a maintenance-free shaft. The engine, an updated version of the old A.C.E.'s, uses a single overhead camshaft, two spark plugs

noted a buzzing through the handlebar at 70 to 75 mph. Maybe he's just a complainer. It's true that everyone over 5 foot 10 thought the seat's rear step was too far forward, and we would promptly replace it.

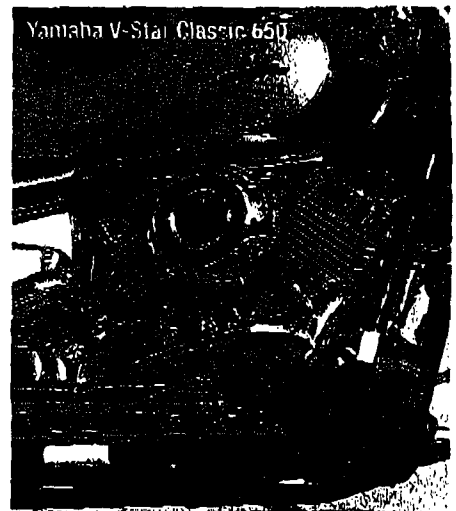
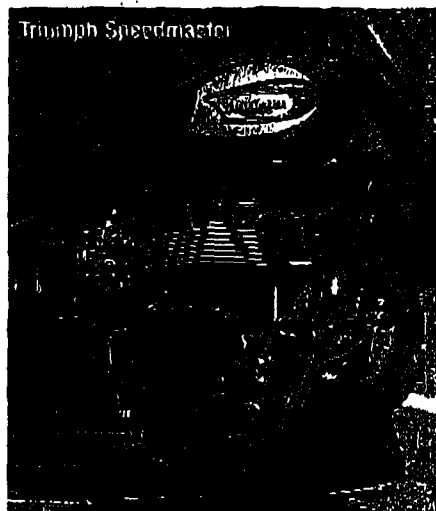
The Honda was popular foremost for its good looks and attention to style. Two testers placed it in their top three for style, and one chose it as the prettiest overall. The

only negative comments were pointed at the visible tank seam just ahead of the saddle and the treatment of the rear license-plate holder and light. Everyone had to agree that the overall look made the bike seem like it was worth more than it cost. And at \$6200, we also had to agree it was a darn good deal. Therefore, the easy-to-ride Acro landed in fifth place, behind the V-Star, which is even a slightly better value.

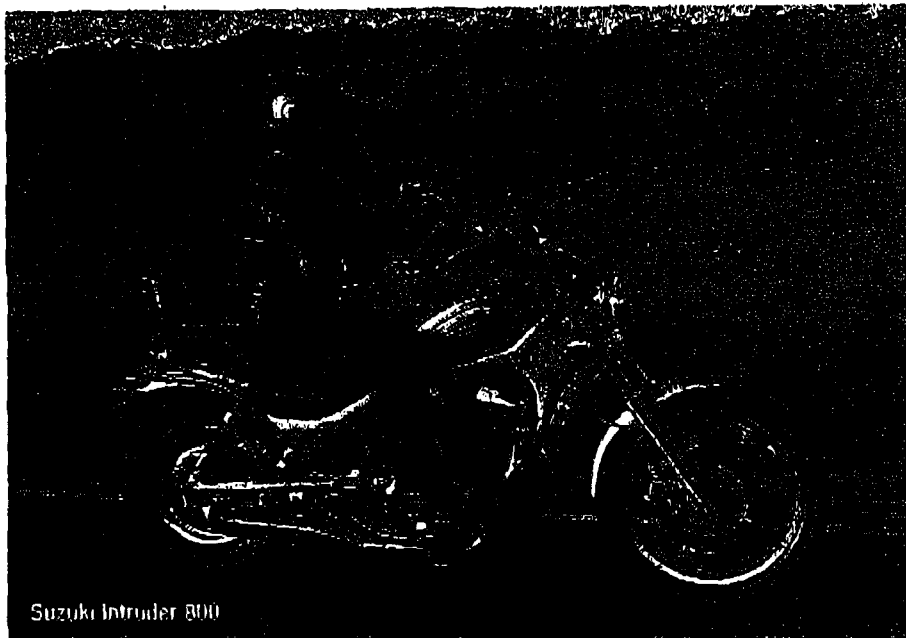
**VIVA THE VULCANS runner-up
Kawasaki 800 Vulcan Classic**

It was no surprise that we all loved this motorcycle. It's a Vulcan. The Classic is one of four lightweight cruisers in Kawasaki's line, which includes the more chopperesque, basic version 800A, the super-retro 800 Drifter and the good-old-boy 750. The 750 Vulcan always rates surprisingly well in these comparisons—especially for its power and cornering prowess (plus, it gives the Intruder something to park next to). Unfortunately, the 750 wasn't available for testing, but its more classically styled stablemate kept the Vulcan torch aflame.

Just look at the Classic's full-fender packaging and finish quality and you know it's a step above most lightweight cruisers. None of the testers liked the pinkish-gray paint, but all praised the bike's attention to detail and overall visual balance. Those who hadn't ridden a Vulcan 800 before were blown away by its big-bike feel and smooth, willing personality. Those who are familiar with the bike were happy to have another go at its efficiency: competent brakes, welcomingly compliant, well-balanced suspension and good power from the counterbalanced, single-



The Harley's newly rubber-mounted motor can finally be enjoyed now that the rider isn't shaken to tears by it. More finning on new cylinders and heads keeps it cooler, too. Honda's updated A.C.E. engine wasn't a snoozer, but it and the Yamaha's 650 mill had to work hard to keep up pace with the bigger bikes on the freeway. Surprisingly, the oldest model here, Suzuki's Intruder, has the most powerfully tuned engine and fastest track times, easily running 12-second miles against the other bikes' 13s and 14s. Bottom right: This '05 paint option will feature a new V-Star emblem.



Suzuki Intruder 800

pin, 55-degree V-twin. It's a mite faster than even the Volusia, needing little forethought for passing or merging. Most of the other bikes here require downshifts for sudden momentum gain.

All of us were comfortable on this bike, and it probably has the best stock seat, though bum comfort remains a subjective issue. Certainly, the bike's ergos are roomy enough for all types of riders, and the Vulcan is well-suited to long stints and even some two-up touring. "This bike felt like Texas after riding most of the others," said one tester. The bars, pegs and seat hardly transfer any vibration emitted by the well-balanced engine. One rider noticed the tank buzzes at highway speeds, though it doesn't seem to matter much, since the rider has no physical contact with it.

Overall, this bike has huge appeal and echoes all the traits we have long admired in the Vulcan line. Classic good looks, substantial feel, a pleasant exhaust tone, attention to quality and mechanical efficiency and balance were all noted as this bike's high points. Testers reported few negatives aside from paint, a slight hinging effect in fast sweepers (common on cruisers and benign on this model) and, of course, the messy chain drive. The Classic Vulcan comes in second place by a whisper behind the Suzuki Volusia, which has just a tad more to offer.

DO THE HUSTLE Suzuki Intruder 800

Yes, it's a throwback to the disco era. But you know how they say if you keep something around long enough it's bound to come back in style some day. That must be Suzuki's thinking. And you know what? It

kinda works, because this bike is so truly retro, you almost have to dig it. Or dig a hole for it. That's how it goes for the aged Intruder—a love/hate thing. Of course, we're dwelling on the bike's visual appeal here and, well, its seating position, too, which is predicated by the chopped style,



Suzuki Volusia 800

but once you get an Intruder 800 going, well, it's a whole 'nother thang.

First off, it's quick. The class king in terms of acceleration. The Intruder's liquid-cooled, four-valve-per-cylinder twin-carb engine pulls better than any cruiser under 1100cc, thanks in part to the bike's light weight of 477 pounds fully loaded with fuel. It's been known to do a 13-second quarter-mile when all these other bikes are pulling 14s and 15s (except for the same-era Vulcan 750, sadly unavailable for this

test, which will also run 13s all day).

The Intruder also handles admirably in intense cornering situations—it's not hugely precise, but it's very stable and flickable, thanks in part to its light weight, but also to taut suspension and surprisingly ample ground clearance. Funny how the testers who rode the Intruder in the twisty sections of our ride suddenly reported new, fond feelings for the bike, ranking it close to the top for handling. Those who didn't get a spin in the fast stuff thought the suspension and handling characteristics were unsatisfying. This might have to do as much with the cramped riding position, forgotten when you're riding hard on curving roads. Interestingly, the 800 feels less cramped than Suzuki's same-style 1400 Intruder, which uses a more invasive handlebar. Brakes on the 800 were universally shunned as outdated, especially the rear, which offers little feedback. One tester did note an advantage to the system, citing enhanced control since you can get on the front brake hard with little fear of lock-up.

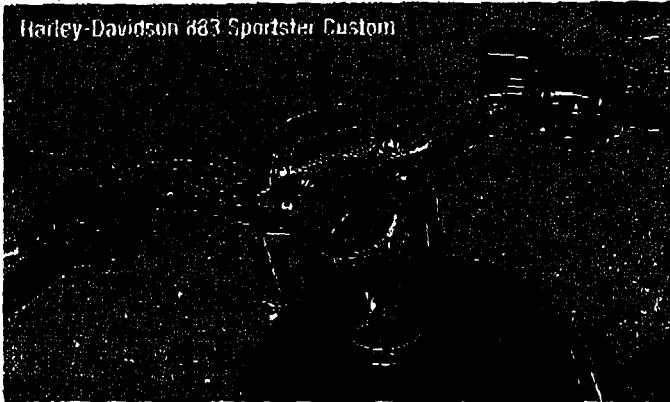
Such distinctive style will always be a love/hate thing. This nearly 20-year-old model is more cult item than new-world competitor, and it was unable to match the fresh-feel appeal of the more modern

cruisers in this comparison. Despite its impressive power, high-quality finish and nimble second nature, it brings up the rear of our parade.

WHO'S YOUR DADDY?

WINNER Suzuki Volusia 800

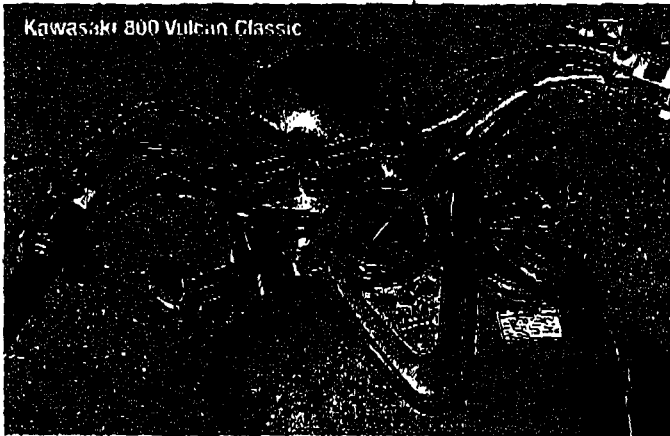
And here you have it: The nearly disputed winner of our Lightweight cruiser comparison. It certainly wasn't a slam dunk, as all the testers admired the Kawasaki oh-so-nearly as much. What pushed the Volusia



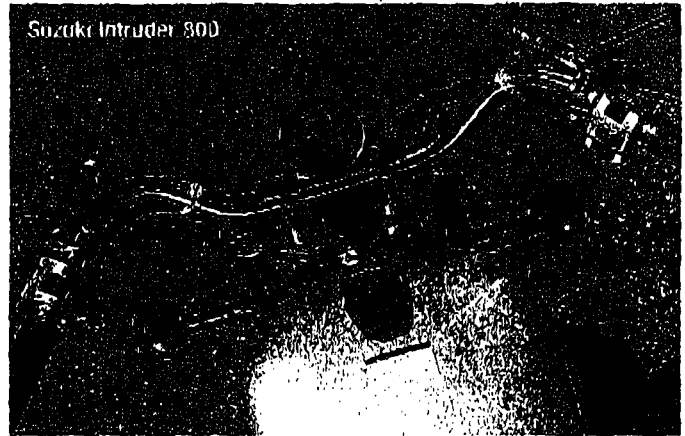
Harley-Davidson 883 Sportster Custom



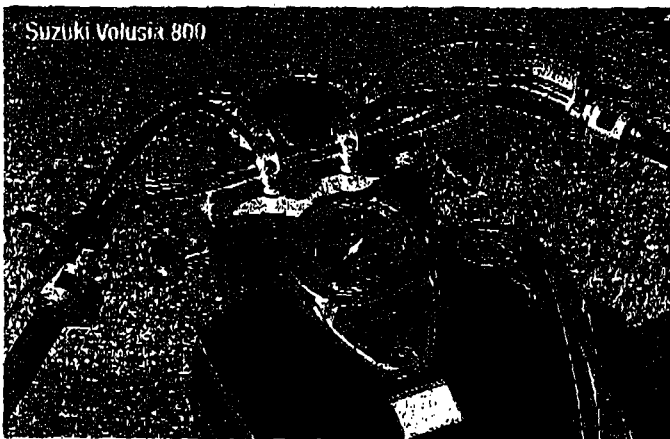
Honda Shadow Aero 750



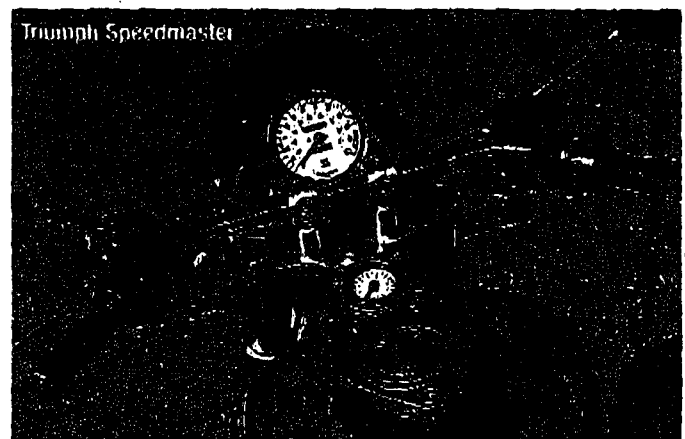
Kawasaki 800 Vulcan Classic



Suzuki Intruder 800



Suzuki Volusia 800



Triumph Speedmaster



Yamaha V-Star Classic 650

The older bike, Suzuki's '80s-style Intruder, and Harley's and Triumph's sport models, carry their speedometers up and forward where they're easier to view while riding. We applaud this, though it does distract from the clean lines easily admired on the V-Star, Volusia, Aero and Vulcan. The Speedmaster is the only bike with a stock tachometer. Bravo. All bikes should feature one. Style-wise, our favorite instrument setups belong to the Kawasaki and the Yamaha, though the Triumph's ranked easiest to read. Handlebar shape and placement can destroy a riding position, even when the seat and footpegs fit the rider. The most universally comfortable in this group were the wider bars on the Volusia, Vulcan and Shadow. The Triumph's low, forward-mounted bar was a stretch for all of us. The bikes' tanks were all nicely shaped, though some had better finishes than others. The Triumph was an obvious looker in this category, while the Honda drew negative remarks for a seam right in front of the seat's leading edge. Again, for the price, we're talking nitpicks here. When all was said and ridden we couldn't get over the fact that you can own so much machine for such little dough.

BIKE	H-D 883 Sportster Custom	Honda Shadow Aero 750	Kawasaki 800 Vulcan Classic
Suggested base price	\$7595-\$8090	\$6199-\$6499	\$6799
Wet weight	825 pounds	577 pounds	575 pounds
Seat height	28.3 inches	25.9 inches	37.8 inches
ENGINE			
Type	Air-cooled 4-valve V-twin	Liquid-cooled SOHC 6-valve V-twin	Liquid-cooled SOHC 6-valve V-twin
Carburetion	Single, 40mm	Single, 34mm	Single, 36mm
Transmission	Five-speed	Five-speed	Five-speed
Final drive	Belt	Shaft	Chain
CHASSIS			
Front wheel	Wire-spoke, 19 x 2.15 inches	Wire-spoke, 17 x 3.0 inches	Wire-spoke, 16 x 3.0 inches
Rear wheel	Cast, 16 x 3.0 inches	Wire-spoke, 15 x 3.5 inches	Wire-spoke, 16 x 3.0 inches
Front brake	Single, two-piston caliper, 11.5 in. disc	Single, two-piston caliper, 296mm disc	Single, two-piston caliper, 11.8 in. disc
Rear brake	Single, one-piston caliper, 11.5 in. disc	Drum	Drum
Front suspension	39mm stanchions, 6.1 in. travel	41mm stanchions, 4.6 in. travel	41mm stanchions, 5.9 in. travel
Rear suspension	Dual dampers, 3.3 in. travel	Dual dampers, 3.5 in. travel	Single damper, 3.9 in. travel
PERFORMANCE			
Fuel capacity	4.5 gallons	3.7 gallons	4.0 gallons
Fuel mileage	57.4 mpg	42.8 mpg	43.1 mpg
Average range	281.30 mpg	158.36 mpg	192.40 mpg

a nose ahead is its undeniable feel of substance—that big-bike heft none of the others can match. Also, the Volusia is the only stock bike here that's really ready to go with your passenger. Sure, the others will carry them, but this is the only bike that will do it comfortably right out of the box.

Introduced in 2001, the Volusia immediately wowed consumers with a raft of modern features and trim items, a long wheelbase and plush comfort for both rider and passenger. The liquid-cooled, eight-valve, 45-degree twin, a derivative of the elder 800 Intruder's mill with two carbs and different styling cues, provides plenty of power for a bike in this price range. Only a squeak slower than Kawasaki's Vulcan, the Volusia packs more weight than any other bike here at 587

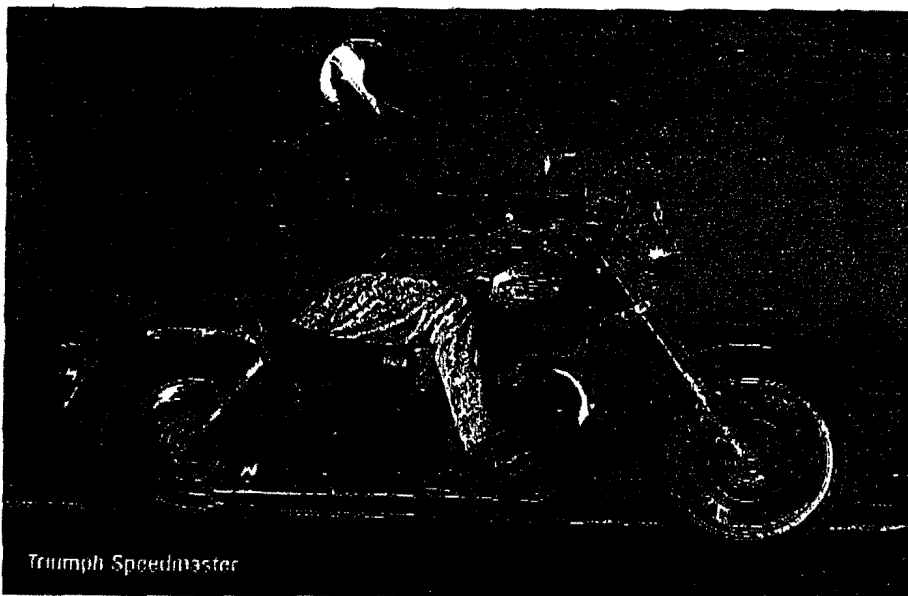


pounds. Its gearing is more rational than that found on the chopper-style Intruder, so you lose some of that off-the-line grunt, but you gain at freeway speeds, where the engine is more relaxed.

Suspension on the Suzuki is compliant

and well-balanced—one of the best setups in the bunch. It provides a nice, plush ride on the highway, but it also feels stable in fast cornering situations. It suffers from less hingeing effect than the similarly suspended and sized Kawasaki thanks to a stiffer chassis that makes the Suzuki feel more planted and stable. The bike does feel its size, yet it steers easily, and the drive shaft causes minimal jacking. Brakes are strong—an updated system over the Intruder—though a drum on the rear did fade and required one adjustment during the time we rode it.

The Volusia is a bunch of bike for the money. Kawasaki's Vulcan did come very, very close to matching it, but it's a smidgen less machine for a smidgen more money. There's a presence about the Suzuki that can't be matched by the other bikes in this class, all bargains in their own right. One tester described the advantage as more "cuddly" than the others (and it wasn't Elvidge). Another said, "The thing almost belongs in another class—the fit, finish, paint, details and overall ride quality are simply excellent." Not a bad word was spoken.



Triumph Speedmaster

Suzuki Intruder 800	Suzuki Volusia 800	Triumph Speedmaster	Yamaha V-Star Classic 850
\$6399	\$6599	\$8499	\$5899-\$5999
477 pounds	587 pounds	568 pounds	530 pounds
27.6 inches	27.8 inches	28.3 inches	28.0 inches
Liquid-cooled SOHC 8-valve V-twin	Liquid-cooled SOHC 8-valve V-twin	Air-cooled DOHC 8-valve vert. twin	Air-cooled DOHC 4-valve V-twin
Dual, 36mm	Dual, 36mm	Dual, 36mm	Dual, 26mm
Five-speed	Five-speed	Five-speed	Five-speed
Chain	Shaft	Chain	Shaft
Wire-spoke, 21 x 2.15 inches	Wire-spoke, 16 x 3 inches	Wire-spoke, 18 x 2.5 inches	Wire-spoke, 16 x 3 inches
Wire-spoke, 15 x 3 inches	Wire-spoke, 15 x 2 inches	Wire-spoke, 15 x 3.5 inches	Wire-spoke, 15 x 3.5 inches
Single, 2-piston caliper, 11.8 in. disc	Single, 2-piston caliper, 11.8 in. disc	Single, 2-piston caliper, 12.2 in. disc	Single, 1-piston caliper, 11.7 in. disc
Drum	Drum	Single, 2-piston caliper, 11.2 in. disc	Drum
36mm stanchions, 5.1 in. travel	41mm stanchions, 5.0 in. travel	41mm stanchions, 5.1 in. travel	41mm stanchions, 5.5 in. travel
Dual dampers, 3.5 in. travel	Single damper, 4.1 in. travel	Dual dampers, 3.6 in. travel	Single damper, 3.56 in. travel
3.2 gallons	4.2 gallons	4.4 gallons	4.3 gallons
42.3 mpg	39.9 mpg	42.9 mpg	38.9 mpg
135.36 mpg	187.58 mpg	188.76 mpg	187.27 mpg

And so the new titleholder of the freshly dubbed "Lightweight" class is the reigning champion from the old "Middleweight" guard. Seems Suzuki's Volusia can do no wrong.

**BLING MASTER
Triumph Speedmaster**

This bike arrived a little overdressed for the test, so please keep that in mind when you're browsing the photos. When we requested the unit, Triumph rep Todd Andersen, phoning from Georgia, said he indeed had one in California that we could borrow, but was it OK if it had a few accessories. "How many?" we asked. "Ah, it just says here, 'Lots.'"

The stock Speedmaster is a good-looking bike, but it was hard to see it for all the bling-bling on this unit. One tester summed it up when he said, "A pretty woman doesn't need a lot of jewelry." If we had our way we'd have sent back everything except the flyscreen, chin fairing and exhaust system, which kicked up a nice note but didn't set off too many car alarms. (For details on Triumph's accessory line visit www.triumph.co.uk.)

Moving on from the distractions, this is another very distinctive cruiser—not your classic American wannabe bike. The difference starts with Triumph's use of the classically British parallel twin, a 790cc DOHC rendition of the Bonneville's original 650 pushrod. The Speedmaster, like the America, uses a 270-degree crankshaft, a more raked steering head and a longer wheelbase than the base-model Bonnie. The Speedmaster's blacked-out engine, shortened gearing, flat handlebar and cast

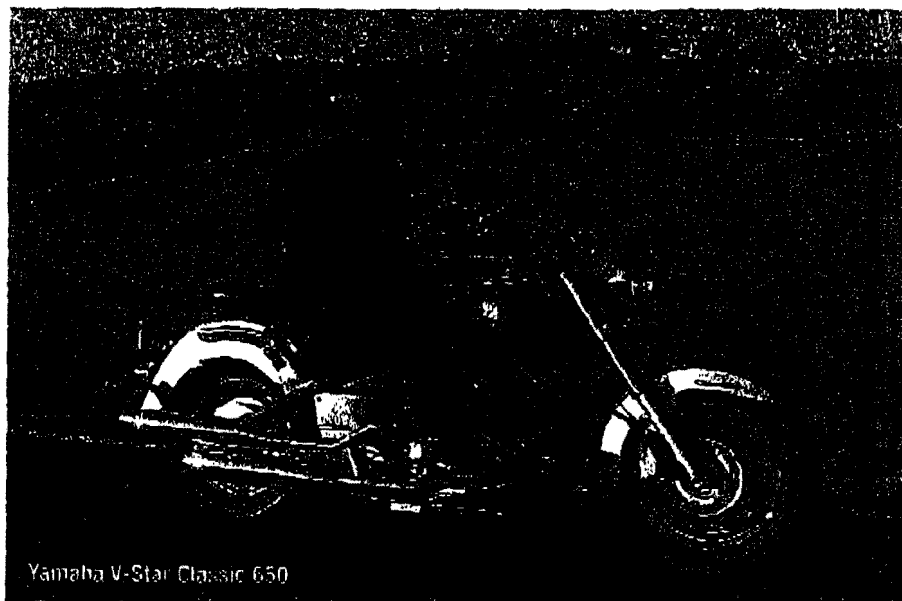
wheels position it as the line's sport-intended cousin.

The engine is one of the brutes in this bunch, punching off the line pretty well after a slight off-idle lag. Revving for a little more spin is the way to max efficiency with this bike. Handling is high-end. Steering at speed is all nimble and predictable efficiency, though at low speeds the head feels a bit cumbersome (this may have been exaggerated by the gigantic light bar on our bike). Suspension is marginal: tight out back, but a little dive-prone in front. We'd also expect more ground clearance from a sport-intended cruiser.

The Speedmaster's brakes are strong, but several testers complained about poor feel. The other consistent complaint regarded

the bike's seating position, which miffed both short and tall riders. The low bar is too far from the seat for anyone without ape arms to reach comfortably, and the seat is stepped too early and abruptly. As with any distinct style, we're torn between admiration and disdain. Most of us do like the look of the Speedmaster, however, without the bling.

In the value column (it's the most expensive bike at \$8500), the Triumph loses all the points it gained with originality, landing it second to last in our comparison. As one tester summed it up, "The Speedmaster is pretty much blown out of the water by the Japanese, but not so far out of reach that a Europhile might not think it's worth the extra cash." Most



Yamaha V-Star Classic 650


of us, being more budget/efficiency oriented, would buy the base Bonnie for a grand less.

VALUE PACK
Yamaha V-Star Classic 650

This bike has remained one of our favorites since we honored it as "Cruiser of the Year" when it was first released in 1998. We still can't get over how much bike it is for the cash—only \$5899 for this loaded Classic version and \$5599 for the dressed-down Custom. It's hard to convince people on the street it's a 650, and even harder to believe it yourself once you ride the bike. Much of the illusion is in the details. For example, this is the only cruiser in this class with floorboards and heel-toe shifting. It also uses shaft drive, something unheard of on bikes under 700cc. The full-steel fenders, wide wire-spoked wheels, stainless-steel fork covers, concealed rear suspension and fat fuel tank also hint of larger displacement (and price).

As we said earlier, this bike probably shouldn't be pitted against big boys like the Harley 883 and Triumph, but it's such a hard worker, we couldn't resist. And you know what? It didn't come up a loser in any sense. The air-cooled, SOHC, four-valve V-twin delivers a surprising amount of smooth power via even throttle response. One tester said, "It was hard to tell this was the smallest-displacement bike here during most of our riding, though when I got it on the freeway, its shortcoming was more obvious." As with all smaller engines, the V-Star's requires you to use higher revs and stir the box to gain ample momentum. Thankfully, the gearbox is smooth and precise, as is the clutch feel once we adjusted the lever.

The Yamaha offers adequate stability and good suspension control, and it also steers lightly and holds a line well. It's irritatingly short on clearance, as seems to be the V-Star tradition. Brakes are adequate, though they may be overworked if you carry a passenger. Interestingly, the passenger accommodations on this bike are better than all these bikes, save the Kawasaki and the Suzuki Volusia.

In the looks department, we couldn't find much to complain about. "It has the stance and substance of a bigger bike," one tester said. "Finish and details like the floorboards really add to its stature," commented another. Seems hard to beat, right? Still, most of us (as with the majority of American consumers) prefer a little more power and status, and thus the V-Star came in with a fourth-place ranking in our test, right in front of the Honda 750, which is also an extreme value, costing only \$300 more (but without the fat attitude, cast wheels, floorboard, etc.). 

Riding Positions



The rider's position on a motorcycle is largely based on the displacement of the engine, and how much power you need to get up to speed. A 125cc engine is a good example of a small engine that can be ridden in a crouched position. A 600cc engine, on the other hand, is a good example of a larger engine that can be ridden in a more upright position. The rider's position also depends on the rider's weight and the rider's experience. A heavier rider will need to sit in a more upright position to maintain stability. A more experienced rider will be able to sit in a more crouched position for longer periods of time.

The rider's position on a motorcycle is also affected by the type of riding that the rider is doing. A rider who is doing a long-distance ride will want to sit in a more upright position to reduce fatigue. A rider who is doing a short-distance ride will want to sit in a more crouched position to maintain control. The rider's position is also affected by the type of terrain that the rider is riding on. A rider who is riding on a rough road will want to sit in a more upright position to maintain stability. A rider who is riding on a smooth road will want to sit in a more crouched position to maintain control.

The rider's position on a motorcycle is also affected by the type of motorcycle that the rider is riding. A cruiser motorcycle is designed to be ridden in a more upright position. A sport motorcycle is designed to be ridden in a more crouched position. A dual-sport motorcycle is designed to be ridden in either position. The rider's position is also affected by the type of riding gear that the rider is wearing. A rider who is wearing a full protective suit will be able to sit in a more crouched position for longer periods of time. A rider who is wearing only a helmet and jacket will need to sit in a more upright position to maintain stability.

The rider's position on a motorcycle is also affected by the rider's physical condition. A rider who is in good physical condition will be able to sit in a more crouched position for longer periods of time. A rider who is out of shape will need to sit in a more upright position to maintain stability. The rider's position is also affected by the rider's mental condition. A rider who is confident and relaxed will be able to sit in a more crouched position for longer periods of time. A rider who is nervous and tense will need to sit in a more upright position to maintain stability.

The rider's position on a motorcycle is also affected by the rider's personality. A rider who is outgoing and confident will be able to sit in a more crouched position for longer periods of time. A rider who is shy and nervous will need to sit in a more upright position to maintain stability.

TAB F

This is **Exhibit "F"** referred to in
the Affidavit of

Bremner J. Green

Affirmed before me this 21st day of July, 2004



A Commissioner, etc.

VANESSA EMERY
A Commissioner, etc., Province of
Ontario, while a student-at-law
Expires April 20, 2007

QUINLAN'S OF HUNTSVILLE

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Huntsville, ON P1H 2J2

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Fax: 705-789-6828

Contact: **Chris Quinlan**

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Type:

Make:

Model:

Sort by: Order:

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HARLEY DAVIDSON
FLHTCV1 ELECTRA GLIDE ULTRA CLASSIC
2004
Price: \$30,114.00



HONDA
GL1800 GOLDWING
2004
Price: \$26,799.00



HARLEY DAVIDSON
VR5CB V-ROD
2004
Price: \$25,329.00



HARLEY DAVIDSON
FLHTCUI ULTRA CLASSIC
1999
34000 km
Price: \$23,000.00



HARLEY DAVIDSON
DYNA CONVERTIBLE
1998
69958 km
Price: \$15,999.00



SUZUKI
VS800 VOLUBIA
2003
3200 km
Price: \$9,200.00

Page 1 of 2 Next Print

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12 Vehicles found

Page **2** of 2 Back Print

- 

YAMAHA
V-STAR CUSTOM 1100
 2002
 38339 km
 Price: \$8,999.00
- 

HONDA
VT750 CA4 SHADOW AERO
 2004
 Price: \$8,899.00
- 

HARLEY DAVIDSON
XL1200
 1996
 98750 km
 Price: \$8,500.00
- 

SUZUKI
BANDIT S 1200
 1998
 18000 km
 Price: \$6,495.00
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HONDA
JAZZ
 2004
 Price: \$2,589.00
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SUNSATON
24
 1991
 Price: \$ Call

Page **2** of 2 Back Print





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