

FORM 27

MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

Western Star Trucks Holdings Ltd.
2076 Enterprise Way
Kelowna, British Columbia
V1Y 6H8

2. **Date of Material Change:**

September 18, 2000

3. **Press Release:**

Date of Issuance: September 18, 2000
Place of Issuance: Kelowna, BC

4. **Summary of Material Change:**

All requisite regulatory and shareholder's approvals of the plan of arrangement under which Freightliner LLC will acquire all of Western Star's issued and outstanding common shares and preferred shares have been obtained. Accordingly, completion of the proposed transaction remains subject solely to receipt of approval of the Supreme Court of British Columbia. It is expected that the transaction will close on September 26, 2000.

5. **Full Description of the Material Change:**

Western Star Trucks Holdings Ltd. ("Western Star") today held its Special Meeting of Western Star's shareholders in Vancouver. At the meeting, Western Star's shareholders approved the plan of arrangement under which Freightliner LLC will acquire all of Western Star's issued and outstanding common shares and preferred shares.

An affirmative vote was cast by 99.99% of the votes cast by holders of common shares, including holders of options to acquire common shares (an affirmative vote of at least 75% was required). An affirmative vote was cast by 99.96% of the votes cast by eligible holders of common shares, including options. An affirmative vote of at least a simple majority was required. The sole preferred shareholder voted as a separate class in favour of the arrangement.

The Company has now received all requisite regulatory and shareholder's approvals. Accordingly, completion of the proposed transaction remains subject solely to receipt of approval of the Supreme Court of British Columbia. It is expected that the transaction will close on September 26, 2000.

6. **Reliance on Confidentiality Provisions of the Act:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Senior Officers:**

For further information contact:

David Burke, Chief Financial Officer at (250) 860-3319

9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at Kelowna, British Columbia, this 20th day of September, 2000.

David L. Burke
Executive Vice President,
Chief Financial Officer