

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY

IN THE MATTER OF THE BANKRUPTCY OF
C3 AVENTURE LIMITEE/C3 LEISURE LIMITED

ORDER

BEFORE THE HONOURABLE
MR. JUSTICE TYSOE

THURSDAY, THE 22ND DAY OF
NOVEMBER, 2001

THE APPLICATION of the PricewaterhouseCoopers Inc. (“PWC”), Trustee in Bankruptcy of C3 Aventure Limitee/C3 Leisure Limited, pursuant to the *Trustee Act*, R.S.B.C., the inherent jurisdiction of the Court and the *Bankruptcy and Insolvency Act*, coming on for hearing before me this day at Vancouver, British Columbia;

AND UPON HEARING John I. McLean, Shelley C. Fitzpatrick and Colin D. Brousson, Counsel for the Trustee, Robert D. Standerwick, Counsel for the Royal Bank of Canada, and no one else appearing although duly served; AND UPON READING the Affidavit of Gord McMorran #1, sworn November 20, 2001 and filed herein;

THIS COURT ORDERS that:

Appointment

1. PWC be and is hereby appointed Judicial Trustee of all trust accounts maintained by C3 Aventure Limitee/C3 Leisure Limited (the “Former Trustee”) in relation to their business activities, wheresoever located (the “Trust Accounts”);

2. PWC be and is hereby authorized to:
 - (a) take all steps necessary to preserve, protect and recover the Trust Accounts and to assume complete possession and control of the Trust Accounts;

 - (b) notify such persons or financial institutions having possession of the Trust Accounts of the granting of this Order and to make such arrangements with those persons and others as to the administration of the Trust Account as may appropriate in the circumstances;

 - (c) to engage such agents, contractors, assistants, auditors, advisors, solicitors, counsel and employees necessary to fulfil its duties hereunder;

 - (d) with the approval of this Court, to establish a process by which claims against the Trust Accounts can be recognized or made against the Trust Accounts and to generally administer the claims process;

 - (e) to co-operate with and advise provincial regulatory authorities, including the Travel Industry Council of Ontario, the Quebec Office De La Protection Du Consommateur, and the Registrar of Travel Services, British Columbia Ministry of Public Safety and Solicitor General (the “Regulators”) with respect to the administration of the Trust Accounts. The Regulators may apply to the Court for directions regarding the process by which claims may be made against the Trust Accounts and for reporting the status of the Trust Accounts, the proposed distribution of funds from the Trust Accounts, and any other matter regarding the administration of the Trust Accounts;

- (f) to enquire into the administration of the Trust Accounts and to investigate and review the operation of the Trust Accounts, the affairs of the Former Trustee in relation to the Trust Accounts and claims against the Trust Accounts;
- (g) to report to the Court as PWC deems appropriate or as this Court directs on the results of its investigations, review and enquiries and the proposed distribution of the Trust Accounts to the claimants or any other matter as may be relevant to the proceedings herein;
- (h) with the approval of this Court, to establish a process for the reporting of the status of the Trust Accounts to the trust claimants or any other interested parties and to provide reports from time to time to those persons;
- (i) to investigate such other assets of the Former Trustee as may be subject to trust obligations and to take such steps to recover such trust assets, including without limitation, bonds, deposits, refunds relating to travel services of the Former Trustee, as may in the discretion of PWC be necessary or desirable in the circumstances;
- (j) institute and continue the prosecution of all actions, applications or procedures in or before any courts and administrative bodies as may in the judgment of PWC be necessary or desirable to protect the Trust Accounts and likewise defend all actions, applications or proceedings pending or hereafter instituted against the Former Trustee in respect of the Trust Accounts and to appear and conduct the prosecution or defence of any actions, applications or proceedings now pending or hereafter instituted in any Court or any administrative body against the Former Trustee in relation to the Trust Accounts which, in the judgment of PWC, are necessary or desirable to protect the Trust Accounts, including any appeals;
- (k) to sell, dispose or realize, without further Court order, such assets of the Former Trustee subject to trust obligations as may, in the judgment of PWC, be necessary or

desirable to deal with on an expedited basis, such assets to include, without limitation, prepaid travel services of the Former Trustee;

(l) from time to time apply to this Court for direction and guidance in the discharge of its duties and powers under this Order;

(m) notwithstanding any other provision of this Order:

(i) all Trust Accounts currently maintained as such financial institutions shall continue to be maintained at such financial institution until such financial institution otherwise agrees in writing; and

(ii) the security interests, any existing set-off rights, rights of consolidation or combination of accounts (the "Set-off Rights"), and other rights of any person in and to the Trust Accounts shall be determined as if such Trust Accounts not been delivered to PWC, notwithstanding the delivery of the Trust Accounts to PWC hereunder.

3. PWC shall have authority to manage the Trust Accounts and shall hold all funds in the Trust Accounts in trust, except as authorized herein or by further order of this Court. PWC is further authorized and empowered to invest the Trust Accounts in accordance with the provision of the *Trustee Act*;

4. PWC shall not be liable for any act or omission as a result of its appointment or the fulfilment of its duties and the carrying out of the provisions of this Order, save and except for negligence or willful misconduct on its part, and shall not be liable for any debt incurred by the Former Trustee whether before or after the date of this Order;

5. PWC shall not be a successor within the meaning of any legislation governing employment or labour standards or any other statute, regulation or rule of law or equity for any purpose whatsoever;

Cooperation of Persons in Possession of Trust Accounts

6. all persons as may be in possession of the Trust Accounts do, upon received notice of this Order, do forthwith deliver over to PWC the Trust Accounts and/or any proceeds thereof, together with all books, documents, contracts, computer data, papers and records of every kind or nature relating thereto;

7. all persons as may be in possession of the Trust Accounts shall fully cooperate with PWC in the exercise of its powers and discharge of its obligations under this Order and no person shall terminate, disturb or interfere with any contractual or other arrangements relating to the Trust Accounts, without obtaining the written consent of PWC or the leave of this Court on at least seven (7) days notice to PWC;

Stay

8. any and all proceedings, including, without limitation, suits, actions, extra judicial proceedings, enforcement processes, or any remedies, rights or entitlements of whatsoever nature or kind whether arising from an agreement with the Former Trustee, or otherwise (the "Proceedings") commenced, taken or proceeded with or that may be commenced, taken or proceeded with by any person against the Former Trustee in respect of the Trust Accounts, whether pursuant to the *Bankruptcy and Insolvency Act* or otherwise, including proceedings by or in respect of governments of any nation, province, state or municipality or any other entity exercising executive, legislative, judicial, regulatory, or administrative functions of or pertaining to governments in Canada, or its provinces or elsewhere and any person, firm, corporation or other entity owned or controlled by or which is the agent of any of the foregoing persons, or any other person, firm, corporation or entity wherever situate or domiciled, are hereby stayed and suspended;

9. the right of any person, firm or company to realize upon or otherwise deal with the Trust Accounts or any proceeds from the Trust Accounts, whether by way of security, lien, charge, seizure or attachment (statutory or otherwise) is stayed and postponed;

10. no action, application or other proceeding, including any administrative proceeding, shall be taken, made or continued against PWC without the prior written consent of PWC or with leave of this Court first being obtained;

11. nothing in this Order is intended to, and nothing done pursuant to this Order shall, extinguish, lessen or otherwise prejudice the Set-off Rights, any security interest (except only insofar as the enforcement of any security interest is temporarily stayed by this Order), or any right of subrogation, of any person or entity;

Fees of PWC

12. the fees, costs, expenses and disbursements of PWC in connection with acting as Judicial Trustee of the Trust Accounts (the “Costs”), shall not be subject to the provision of section 88 of the *Trustee Act* of British Columbia, and shall be paid from the Trust Accounts on a full indemnity basis and be constituted a first charge on the Trust Accounts in priority to all other claims, charges, encumbrances or security of whatsoever nature or kind, which may exist with respect to the Trust Accounts, including without limitation, claims of any trust claimants, provided that the Costs subject to this charge, together with the Costs of PWC as Judicial Trustee of Holiday Travel Consultants Ltd., shall not exceed the sum of \$1,500,000 unless authorized by further Order of this Court;

13. subject to the limits in paragraph 12, PWC are authorized to pay itself an advance on its Costs from the Trust Accounts from time to time for its services rendered on an interim basis, with all such accounts subject to review and approval by the Court on further application;

14. this Order is without prejudice to the right of any person to claim that the Costs shall be payable or receivable from any bond, surety or compensation fund in priority to payment from and without right of subrogation against the Trust Accounts;

15. the Court, on further application by PWC, or any other interested party, may make an Order for the allocation of the Costs among the Trust Accounts;

Directions and Notice

16. PWC have liberty to apply to the Court for further directions as may be required and shall be at liberty to apply for such further or interlocutory relief as may be necessary within the time for the filing of an Appearance by interested persons or claimants in this proceeding;

17. notice of this Order is to be served on any trust claimants and other interested parties by PWC publishing a copy of this Order in one edition of the Saturday National Post newspaper and by posting the same on the website maintained by PWC at www.pwcglobal.com/brs-canada3000;

18. liberty is reserved to any trust claimant or other interested party to apply, within ten (10) days from the date of such publication, to set aside or vary this Order and any such application shall be on 4 clear days notice to PWC;

19. any interested person or claimant may file an Appearance in this proceedings and the time limited for filing such an Appearance for such person or claimant outside of British Columbia shall be 14 days from service upon such person or claimant and such persons or claimants may make any applications to the Court;

Enforcement of Order

20. this Order and any other Orders in these proceedings shall have full force and effect in all provinces and territories of Canada, including without limitation, Ontario and Quebec and abroad;

21. this Court seeks and requests the aid and recognition of other Canadian and foreign courts and administrative bodies where the Trust Accounts may be located, or may have some connection to, that foreign jurisdiction in implementing the terms of this Order or to make any other ancillary orders to the purpose of enforcing the terms of this Order towards such courts or administrative bodies acting in aid of and to be complementary to this Court in carrying out the terms of this Order

where required. PWC is authorized to make such applications to such Courts and administrative bodies as it consider necessary or desirable;

22. the Style of Cuase is amended by changing “C3 Leisure Limited/C3 Leisure Limitee” to “C3 Aventure Limitee/C3 Leisure Limited”.

BY THE COURT

APPROVED AS TO FORM:

Counsel for the Trustee

Counsel for the Royal Bank of Canada

No. 11-220857/VA01
Vancouver Registry

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