

Court File No. 01-CL-4336

**ONTARIO
SUPERIOR COURT OF JUSTICE
- COMMERCIAL LIST**

THE HONOURABLE

) FRIDAY, THE 10TH

MR. JUSTICE GROUND

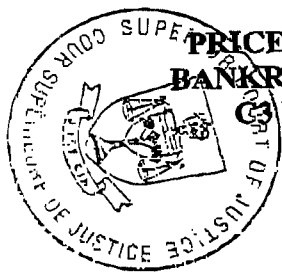
) DAY OF JANUARY, 2003

**IN THE MATTER OF THE BANKRUPTCIES OF CANADA 3000 SALES LIMITED,
C3 AVENTURE LIMITÉE/C3 LEISURE LIMITED and
HOLIDAY TRAVEL CONSULTANTS LTD.**

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 5 OF
THE TRUSTEE ACT (ONTARIO)**

**PRICEWATERHOUSECOOPERS INC. IN ITS CAPACITIES AS TRUSTEE IN
BANKRUPTCY OF CANADA 3000 SALES LIMITED, C3 AVENTURE LIMITÉE/
C3 LEISURE LIMITED and HOLIDAY TRAVEL CONSULTANTS LTD.**

Applicant



ORDER

THIS MOTION, made by PricewaterhouseCoopers Inc. ("PWC"), in its capacity as Trustee in Bankruptcy and Judicial Trustee (the "Judicial Trustee") of Canada 3000 Sales Limited ("Sales") for the relief set forth herein was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Judicial Trustee's First Report to the Court dated December 13, 2002 (the "Judicial Trustee's First Report") and upon hearing the submissions of counsel for the Judicial Trustee and counsel for those parties in attendance, no other parties on the service list or persons affected by this order appearing, although duly served with the notice of motion and the motion record in respect of this motion,

1. **THIS COURT ORDERS** that service of the motion record be and is hereby abridged and approved, with the motion being properly returnable today and that any further service on any party required to be served be and is hereby dispensed with.

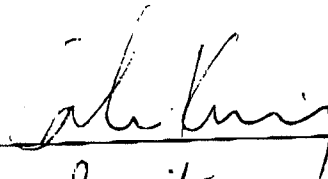
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2. **THIS COURT ORDERS** that the Judicial Trustee's First Report and the activities of the Judicial Trustee described therein be and the same are hereby authorized and approved.

3. **THIS COURT ORDERS** that the funds on deposit in Royal Bank of Canada Bank Account No. 123-789-0 are Trust Funds for the benefit of the Ticket Holders as described in the Judicial Trustee's First Report and the Judicial Trustee shall make payment of Ticket Holders claims from such Trust Funds.

4. **THIS COURT ORDERS** that the fees and disbursements of the Judicial Trustee and its counsel, McMillan Binch and Davis & Company as described in the Judicial Trustee's First Report be and the same are hereby authorized and approved.


5. **THIS COURT ORDERS** that paragraph 6 of the Order of the Honourable Mr. Justice Ground dated December 18, 2001 is hereby varied so as to provide that the fees, costs and expenses of the Judicial Trustee shall not exceed \$260,000.00.



Registrar

ENTERED AT/ANSCRIT A TORONTO
ON/BOOK NO:
LE/DANS LE REGISTRE NO:

JAN 1 0 2003

REC/PAR 

IN THE MATTER OF THE BANKRUPTCIES OF CANADA 3000 SALES LIMITED, C3 AVENTURE LIMITED/C3 LEISURE LIMITED and HOLIDAY TRAVEL CONSULTANTS LTD.
 IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 5 OF THE TRUSTEE ACT (ONTARIO)
 PRICEWATERHOUSECOOPERS INC. IN ITS CAPACITIES AS TRUSTEE IN BANKRUPTCY OF CANADA 3000 SALES LIMITED, C3 AVENTURE LIMITED/C3 LEISURE LIMITED and HOLIDAY TRAVEL CONSULTANTS LTD.

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Proceeding commenced at Toronto

ORDER

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