



No. 11-220857/VA01  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY

IN THE MATTER OF THE BANKRUPTCY OF  
C3 AVENTURE LIMITEE/C3 LEISURE LIMITED  
doing business as Canada 3000 Holidays

**ORDER**

BEFORE THE HONOURABLE MR.  
JUSTICE TYSOE

FRIDAY, THE 9TH DAY OF DECEMBER,  
2005

THE APPLICATION of PricewaterhouseCoopers Inc. ("PWC"), in its capacity as Judicial Trustee of the Trust Accounts of C3 Aventure Limitee/C3 Leisure Limited, doing business as Canada 3000 Holidays (the "Judicial Trustee") coming on for hearing before me this day at Vancouver, British Columbia; AND UPON HEARING Shelley C. Fitzpatrick, Counsel for the Judicial Trustee and no one else appearing although duly served; AND UPON READING the Notice of Motion dated December 6, 2005, the Affidavit of Craig Bushell #1, sworn December 6, 2005 and the Affidavit of Craig Bushell #2, sworn December 8, 2005, and both filed herein and the pleadings and proceedings had and taken herein:

1. THIS COURT ORDERS that service of the Notice of Motion and supporting Affidavit is hereby abridged, with the motion being properly returnable today and that any further service on any party to be served is hereby dispensed with.
2. THIS COURT ORDERS that terms in this Order shall be as defined in the Trust Administration Plan approved by Order of this Honourable Court dated May 10, 2002;

3. THIS COURT AUTHORIZES the Judicial Trustee to make a final distribution to all claimants listed in the Master Beneficiary Listings filed by the Judicial Trustee and previously approved in these proceedings, in an amount sufficient to pay the full amount owing to such claimants;
4. THIS COURT ORDERS that all holders of claims that cannot be located, which claims were previously disallowed in accordance with paragraph 2 of the Order granted herein on April 6, 2004, shall still be entitled to participate in the further distribution approved herein and which is payable by the Judicial Trustee, upon providing proper identification to the Judicial Trustee;
5. THIS COURT FURTHER ORDERS that payment of the final distribution referred to above shall be made by the Judicial Trustee as soon as practicable to those parties referenced above or, alternatively, to those parties who establish to the Judicial Trustee that they are subrogated to the position of those parties or to those parties who hold and deliver assignments of claims on or before December 16, 2005 to the Judicial Trustee;
6. THIS COURT FURTHER AUTHORIZES the Judicial Trustee to retain sufficient funds to pay the holders of disallowed claims referred to in paragraph 2 of the Order granted herein on April 6, 2004 and paragraph 4 herein, pending a further application to this Honourable Court as to the disposition of these funds;
7. THIS COURT FURTHER AUTHORIZES the Judicial Trustee to pay, after payment or the withholding of the funds referred to in paragraphs 3 and 6 herein and estimated costs to conclude the administration of the Accounts, all of the remaining funds on hand, including but not limited to any interest accrued in respect of the Accounts, to PWC, Receiver of C3 Aventure Limitee/C3 Leisure Limited, doing business as Canada 3000 Holidays for the benefit of Royal Bank of Canada;
8. THIS COURT FURTHER AUTHORIZES the Judicial Trustee to list the names of beneficiaries who have not cashed the final distribution cheques forwarded to them by the Judicial Trustee, on its Canada 3000 website, if the cheques remain uncashed 90 days after their distribution by the Judicial Trustee;
9. THIS COURT FURTHER ORDERS that, upon satisfaction of the terms of this Order, the Judicial Trustee and the Accounts are released from any and all further obligations in respect of the claims of the claimants against the Accounts.
10. THIS COURT FURTHER ORDERS that the Judicial Trustee or any other party is authorized to apply for such further and other directions as may be required.

ENTERED

JAN 06 2006

VANCOUVER REGISTRY

BY THE COURT

REGISTRAR

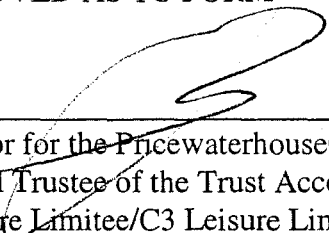
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~~BY THE COURT~~

APPROVED AS TO FORM

~~DEPUTY DISTRICT REGISTRAR~~



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Solicitor for the PricewaterhouseCoopers Inc.,  
Judicial Trustee of the Trust Accounts of C3  
Aventure Limitee/C3 Leisure Limited,  
doing business as Canada 3000 Holidays

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