



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

MONDAY, THE 25th DAY
OF NOVEMBER, 2002

THE APPLICATION of PricewaterhouseCoopers Inc., 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, Bruce Macallum, Counsel for the British Columbia Registrar of Travel Services, James Shatford, Counsel for the Travel Industry Council of Ontario, Christopher J. O'Connor, Counsel for The Guarantee Company of North America, and no one else appearing although duly served; AND UPON READING the Notices of Motion dated October 8, 2002 and November 19, 2002, and the Affidavits of Gord McMorrان #16, sworn October 7, 2002, #18, sworn November 6, 2002 and #20, sworn November 19, 2002, and all filed herein:

1. THIS COURT DIRECTS the Judicial Trustee to make an interim distribution in the amount of \$0.40 on the dollar on the following claims:

- (a) the claims of those parties listed in the “LMG Airmiles Cash Paying Beneficiary Listing” attached as Exhibit “A” to the Affidavit of Gord McMorran #20, sworn November 19, 2002 herein,
- (b) the claims of those parties listed in the “MemberWorks Cash Paying Beneficiary Listing” attached as Exhibit “B”, Schedules 1 and 2, to the Affidavit of Gord McMorran #20, sworn November 19, 2002 herein, and
- (c) the claims of the Card Companies referenced as “Proven Claims – October 31, 2002” in Exhibit “C” to the Affidavit of Gord McMorran #20, sworn November 19, 2002 herein,

in accordance with the Order of this Honourable Court dated May 10, 2002 granted herein approving the Trust Administration Plan, as amended by Order of this Honourable Court dated June 26, 2002, and in accordance with the Ticket Holder Claims Process approved by Order of this Honourable Court dated December 18, 2001;

2. THIS COURT ORDERS THAT payment of the interim distribution 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 to the Judicial Trustee on or before December 24, 2002 assignments of claims;

3. THIS COURT FURTHER ORDERS THAT the Judicial Trustee or any other party is authorized to apply for such further and other direction as may be required relating to the interim distribution herein approved.

BY THE COURT

D. Tyne, J.

APPROVED AS TO FORM

Counsel for the Judicial Trustee

Counsel for the British Columbia
Registrar of Travel Services

[Signature]

Counsel for the Travel Industry of
Council of Ontario

C. J. O'Connell

Counsel for The Guarantee Company
of North America

ENTERED

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