

2. **THIS COURT ORDERS** that the Agency Agreement dated as of January 30, 2002, entered into between PricewaterhouseCoopers Inc. and Deloitte & Touche Inc., as more particularly referred to in the Second Report, be and the same is hereby approved.

3. **THIS COURT ORDERS** that the sale of assets to Maynards Industries Limited (“Maynards”), as such is more particularly described in the Second Report, be and the same is hereby approved and the Trustee is hereby authorized to complete the transaction contemplated herein and upon the completion of such transaction, the right, title and interest of the Trustee in and to the assets conveyed thereunder are vested in Maynards, free and clear of estates, rights, titles, interests, liens, hypothecs, security interests, trusts or deemed trusts, encumbrances or any other rights or claims howsoever arising (“Claims”) and any and all Claims shall vest in place and stand thereof in and to the proceeds of sale resulting from the said transaction all in their existing priorities.

4. **THIS COURT ORDERS** that pursuant to Section 76 of the *Bankruptcy and Insolvency Act*, the transfer of assets of the Bankrupts from various locations be and the same is hereby approved and the Trustee is hereby authorized to make any such further transfers that it may deem necessary.

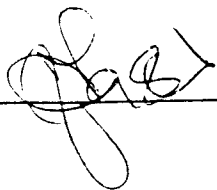
5. **THIS COURT ORDERS** that, subject to the terms and conditions set out in paragraphs 6 and 7 of this order, the process described in the Second Report for the sale of certain residual assets is hereby approved, subject to the resolution of any outstanding property proofs of claim with respect to Parts as defined in the Second Report.

6. **THIS COURT ORDERS** that, to the extent such process deals with or affects property which is subject to security held by Royal Bank of Canada, any steps taken or to be taken by the Trustee to implement the sales process referred to in paragraph 5 of this order shall be subject to the Trustee obtaining the prior written approval of the Royal Bank of Canada.

7. **THIS COURT ORDERS** that the approval of the sales process referred to in paragraph 5 of this order shall be without prejudice to the rights of Royal Bank of Canada to appoint a receiver over those assets subject to its security, or take such other steps in connection with the assets and its security as Royal Bank of Canada deems appropriate.

8. **THIS COURT ORDERS** that the relief sought in paragraph (c) and paragraphs (i) through (k) of the notice of motion be and the same are hereby adjourned to a 9:30 scheduling motion to be heard prior to April 30, 2002.

9. **THIS COURT ORDERS** that the relief sought in paragraphs (e) and (f) of the notice of motion be and the same are hereby adjourned to a scheduling attendance on March 27, 2002 at 9:30 a.m.



IN THE MATTER OF THE BANKRUPTCY OF CANADA 3000 INC.

AND IN THE MATTER OF THE BANKRUPTCY OF CANADA 3000 AIRLINES LIMITED/LIGNES AÉRIENNES
CANADA 3000 LIMITÉE

AND IN THE MATTER OF THE BANKRUPTCY OF ROYAL AVIATION INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY
Proceeding Commenced at Toronto

ORDER

McMillan Binch
Barristers & Solicitors
3800 South Tower, Royal Bank Plaza
200 Bay Street
Toronto, Ontario
M5J 2J7

Neil C. Saxe, LSUC #28236R
Tel: 416-865-7103
Daniel V. MacDonald, LSUC #23125F
Tel: 416-865-7169

Fax 416-865-7048

Solicitors for PricewaterhouseCoopers Inc.