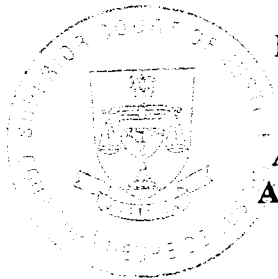


**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

THE HONOURABLE MR.) MONDAY THE 8th DAY
JUSTICE GROUND) OF APRIL, 2002



**IN THE MATTER OF THE BANKRUPTCY OF CANADA 3000 INC.
of the City of Toronto, in the Province of Ontario**

**AND IN THE MATTER OF THE BANKRUPTCY OF CANADA 3000
AIRLINES LIMITED/LIGNES AÉRIENNES CANADA 3000 LIMITÉE
of the City of Toronto, in the Province of Ontario**

**AND IN THE MATTER OF THE BANKRUPTCY OF ROYAL AVIATION INC.
of the City of Toronto, in the Province of Ontario**

O R D E R

THIS MOTION made by PricewaterhouseCoopers Inc., in its capacity as the trustee in bankruptcy (the "Trustee") of Canada 3000 Inc., Canada 3000 Airlines Limited/Lignes Aériennes Canada 3000 Limitée ("Airlines") and Royal Aviation Inc. ("Royal") for an order vesting in 1508204 Ontario Limited (the "Purchaser") all of the right, title and interest of the Trustee in and appurtenant to the real property located at 23 Fasken Drive, Toronto, Ontario ("23 Fasken") as described in the Agreement of Purchase and Sale (as defined in the terms and conditions of sale contained in the Trustee's information package dated January 25, 2002) and more particularly described in Schedule "A" hereto, together with all easements and rights of way appurtenant thereto and all of the right, title and interest of the Trustee in and to all fixtures which are vested in the Trustee and incorporated in, situate upon and/or used in connection with 23 Fasken and/or the buildings located thereon (collectively, the "Real Property"), was heard this day at 393 University Avenue, Toronto, Ontario.

UPON READING the Second Report of the Trustee dated March 8, 2002 (the “Second Report”) and the Third Report of the Trustee dated April 2, 2002 (the “Third Report”) and upon hearing submissions of counsel for the Trustee and counsel for those parties in attendance, no other persons on the Service List or persons affected by this Order appearing, although duly served with the Notice of Motion and motion record in respect of this motion.

1. **THIS COURT ORDERS** that the service of the Notice of Motion and this 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.

2. **THIS COURT ORDERS** that the Trustee be and is hereby authorized and directed to complete the sale of the Trustee’s right, title and interest in and to the Real Property to the Purchaser substantially on the terms set out in the Third Report and pursuant to and in accordance with the terms and conditions of the Agreement of Purchase and Sale and that the Agreement of Purchase and Sale, the transaction contemplated thereunder (the “Transaction”) and the conduct of the Trustee with respect thereto be and are hereby authorized and approved.

3. **THIS COURT ORDERS** that the Trustee be and is hereby authorized to complete the Transaction and to execute and deliver such additional or ancillary documents and take such other actions or steps governing or giving effect to the Transaction as the Trustee, in its discretion, may deem to be reasonably necessary or advisable to conclude the Transaction, and all such documents, actions and steps are hereby authorized and approved.

4. **THIS COURT ORDERS** that all of the right, title and interest of the Trustee in and to the Real Property be and the same are hereby vested in the Purchaser, free and clear of all estates, rights, titles, interests, liens (including statutory, construction and possessory liens), hypothecs, security interests, trusts or deemed trusts, assignments, judgments, executions, options, adverse claims, levies, agreements, taxes, claims, disputes, debts, charges, mortgages, pledges, encumbrances, rights of revendication or repossession or any other rights or claims howsoever arising, whether contractual, statutory, by operation of law or otherwise, whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, by or of all persons or entities of any kind whatsoever, including, without limitation,

all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governments, government agencies, Crown corporations, non-agency Crown corporations and all other governmental authorities and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executors, administrators or other legal representatives, including, without limitation, the following encumbrances:

- (a) Charge/Mortgage of Land in the principal amount of \$1,700,000, made by Canada 3000 Airlines Limited in favour of Sun Life Assurance Company of Canada, dated August 13, 2001 and registered in the Land Registry Office for the Land Titles Division of Toronto (No. 66) (the "Registry Office") as Instrument No. E444705 on August 15, 2001 (the "Sun Life Mortgage");
- (b) Application to Register Notice of General Assignment of Rents made by Canada 3000 Airlines Limited in favour of Sun Life Assurance Company of Canada, dated August 14, 2001 and registered in the Registry Office as Instrument No. E444706 on August 15, 2001;
- (c) Claim for Lien made by Michael Mechanical Services Incorporated, in the amount of \$30,277.95 dated November 9, 2001 and registered in the Registry Office on November 9, 2001 as Instrument No. E475222;
- (d) Claim for Lien made by Cooksville Steel Limited, in the amount of \$35,317.10 dated November 9, 2001 and registered in the Registry Office on November 9, 2001 as Instrument No. E475496;
- (e) Claim for Lien made by 364205 Ontario Limited, c.o.b. as Nucon Construction, in the amount of \$1,060,370.00 dated November 14, 2001 and registered in the Registry Office on November 15, 2001 as Instrument No. E476498;
- (f) Claim for Lien made by 1026258 Ontario Inc., o/a McLellan Electrical Contracting in the amount of \$98,825.20 dated November 16, 2001 and registered in the Registry Office on November 16, 2001 as Instrument No. E477272;

- (g) Claim for Lien made by Mac Masonry Inc., in the amount of \$13,478.73 dated November, 2001 and registered in the Registry Office on November 21, 2001 as Instrument No. E478370;
- (h) Claim for Lien made by Crossley Carpet Mills Limited, in the amount of \$64,888.03 dated November 16, 2001 and registered in the Registry Office on November 21, 2001 as Instrument No. E478601;
- (i) Claim for Lien made by Pacific Paving Limited, in the amount of \$110,255.09 dated November 20, 2001 and registered in the Registry Office on November 22, 2001 as Instrument No. E478995;
- (j) Claim for Lien made by 1382148 Ontario Inc. c.o.b. as Upper Canada Coatings, in the amount of \$30,382.65 dated November 20, 2001 and registered in the Registry Office on November 22, 2001 as Instrument No. E479009;
- (k) Claim for Lien made by Oxford Window Installations Ltd. c.o.b. as Oxford Glass & Aluminium, in the amount of \$68,480.00 dated November 23, 2001 and registered in the Registry Office on November 23, 2001 as Instrument No. E479723;
- (l) Claim for Lien made by 1286027 Ontario Limited c.o.b. as V & R Construction, in the amount of \$20,972.00 dated November 23, 2001 and registered in the Registry Office on November 23, 2001 as Instrument No. E479724;
- (m) Claim for Lien made by 1286027 Ontario Limited c.o.b. as V& R Construction, in the amount of \$101,354.05 dated November 23, 2001 and registered in the Registry Office on November 23, 2001 as Instrument No. E479725;
- (n) Claim for Lien made by Anic Utility Services Inc., in the amount of \$31,182.20 dated November 23, 2001 and registered in the Registry Office on November 23, 2001 as Instrument No. E479739;

- (o) Claim for Lien made by Anic Utility Services Inc., in the amount of \$14,338.00 dated November 23, 2001 and registered in the Registry Office on November 23, 2001 as Instrument No. E479740;
- (p) Claim for Lien made by Stradwick Mississauga Limited c.o.b. as Stradwicks Carpet One, in the amount of \$202,578.82 dated December 4, 2001 and registered in the Registry Office on December 4, 2001 as Instrument No. E484309;
- (q) Claim for Lien made by Robert Reimers Architect Ltd., in the amount of \$79,014.93 dated December 5, 2001 and registered in the Registry Office on December 5, 2001 as Instrument No. E484509;
- (r) Claim for Lien made by Gazzola Paving Limited, in the amount of \$14,705.44 dated December 7, 2001 and registered in the Registry Office on December 7, 2001 as Instrument No. E485535;
- (s) Claim for Lien made by Catech Systems Ltd., in the amount of \$128,403.26 dated December 11, 2001 and registered in the Registry Office on December 12, 2001 as Instrument No. E486606;
- (t) Claim for Lien made by 1286027 Ontario Limited c.o.b. as V & R Construction, in the amount of \$6,420.00 dated December 13, 2001 and registered in the Registry Office on December 14, 2001 as Instrument No. E487499;
- (u) Certificate of Action issued by Crossley Carpet Mills Limited dated December 21, 2001, registered in the Registry Office on December 21, 2001 as Instrument No. E490950 and relating to the Claim for Lien registered as Instrument No. E478601;
- (v) Certificate of Action issued by Gazzola Paving Limited dated January 15, 2002, registered in the Registry Office on January 15, 2002 as Instrument No. E496961 and relating to the Claim for Lien registered as Instrument No. E485535;
- (w) Certificate of Action issued by Robert Reimers Architect Ltd. dated January 8, 2002, registered in the Registry Office on January 16, 2002 as Instrument No.

E497295 and relating to the Claim for Lien registered as Instrument No. E484509;

- (x) Certificate of Action issued by Anic Utility Services Inc. dated January 16, 2002, registered in the Registry Office on January 16, 2002 as Instrument No. E497357 and relating to the Claim for Lien registered as Instrument No. E479740;
- (y) Certificate of Action issued by Anic Utility Services Inc. dated January 16, 2002, registered in the Registry Office on January 16, 2002 as Instrument No. E497358 and relating to the Claim for Lien registered as Instrument No. E479739;
- (z) Certificate of Action issued by Oxford Window Installations Ltd. c.o.b. as Oxford Glass & Aluminium dated January 16, 2002, registered in the Registry Office on January 16, 2002 as Instrument No. E497359 and relating to the Claim for Lien registered as Instrument No. E479723;
- (aa) Certificate of Action issued by 1286027 Ontario Limited c.o.b. as V & R Construction dated January 16, 2002, registered in the Registry Office on January 16, 2002 as Instrument No. E497360 and relating to the Claim for Lien registered as Instrument No. E479725;
- (bb) Certificate of Action issued by 1286027 Ontario Limited c.o.b. as V & R Construction dated January 16, 2002, registered in the Registry Office on January 16, 2002 as Instrument No. E497361 and relating to the Claims for Lien registered as Instrument Nos. E479724 and E487499;
- (cc) Certificate of Action issued by Cooksville Steel Limited dated January 17, 2002, registered in the Registry Office on January 17, 2002 as Instrument No. E497764 and relating to the Claim for Lien registered as Instrument No. E475496;
- (dd) Certificate of Action issued by Stradwick Mississauga Limited c.o.b. as Stradwicks Carpet One dated January 18, 2002, registered in the Registry Office on January 18, 2002 as Instrument No. E498417 and relating to the Claim for Lien registered as Instrument No. E484309;

- (ee) Certificate of Action issued by Mac Masonry Inc. dated January 21, 2002, registered in the Registry Office on January 21, 2002 as Instrument No. E498783 and relating to the Claim for Lien registered as Instrument No. E478370;
- (ff) Certificate of Action issued by 364205 Ontario Limited c.o.b. Nucon Construction dated January 22, 2002, registered in the Registry Office on January 23, 2002 as Instrument No. E499314 and relating to the Claim for Lien registered as Instrument No. E476498;
- (gg) Certificate of Action issued by Catech Systems Ltd. dated January 25, 2002, registered in the Registry Office on January 25, 2002 as Instrument No. E500388 and relating to the Claim for Lien registered as Instrument No. E486606;
- (hh) Certificate of Action issued by Pacific Paving Limited dated January 25, 2002, registered in the Registry Office on January 25, 2002 as Instrument No. E500541 and relating to the Claim for Lien registered as Instrument No. E478995;
- (ii) Certificate of Action issued by 1026258 Ontario Inc. o/a McLellan Electrical Contracting dated January 29, 2002, registered in the Registry Office on January 29, 2002 as Instrument No. E501404 and relating to the Claim for Lien registered as Instrument No. E477272;
- (jj) Release of Lien issued by Gazzola Paving Limited dated January 24, 2002, registered in the Registry Office on January 30, 2002 as Instrument No. E501718 and relating to the Claim for Lien registered as Instrument No. E485535 and Certificate of Action registered as Instrument No. E496961;
- (kk) Certificate of Action issued by 1382148 Ontario Inc. c.o.b. as Upper Canada Coatings dated February 11, 2002, registered in the Registry Office on February 11, 2002 as Instrument No. E506403 and relating to the Claim for Lien registered as Instrument No. E479009; and

SCHEDULE "A"

LEGAL DESCRIPTION OF REAL PROPERTY

PIN:

Part of Block B Plan 7994,
designated as Parts 2, 3 & 4 on Reference Plan 64R-5649,
City of Toronto

PIN No. 07420-0018(LT)

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

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