

Court File No. 01-CL-4336

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

THE HONOURABLE) TUESDAY, THE 6TH
MR. JUSTICE GROUND)
DAY OF APRIL, 2004

**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.**

ORDER

THIS MOTION, made by PricewaterhouseCoopers Inc. ("PWC"), in its capacity as Judicial Trustee (the "Judicial Trustee") of C3 Aventure Limitée/C3 Leisure Limited ("Leisure") and Holiday Travel Consultants Limited ("Tickets") for the relief set forth herein was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Affidavit of David Bowra sworn March 25, 2004 (the "Bowra Affidavit") and the Motion Record and on 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.

2. **THIS COURT AUTHORIZES** the Judicial Trustee of Leisure to make an interim distribution in the amount of \$0.50 on the dollar on the following claims:

- a) regarding VISA, in accordance with the Recommendation #1 as referenced in Exhibit "A", Appendix "A" to the Bowra Affidavit;
- b) regarding MasterCard, in accordance with Recommendation #2 as referenced in Exhibit "A", Appendix "B" to the Bowra Affidavit;
- c) regarding American Express, in accordance with Recommendation #3 as referenced in Exhibit "A", Appendix "C" to the Bowra Affidavit; and
- d) regarding Diners' Club, in accordance with Recommendation #4 as referenced in Exhibit "A", Appendix "D" to the Bowra Affidavit.


3. **THIS COURT AUTHORIZES** the Judicial Trustee of Leisure to make adjustments and/or disallowances to certain claims listed in the Master Beneficiary Listings previously approved in these proceedings, in accordance with Recommendations #5 to 10 of the Judicial Trustee of Leisure referenced in Exhibit "A", Appendices "E" to "G" of the Bowra Affidavit, provided that the holders of such disallowed claims that cannot be located shall still be entitled to participate in any further dividends that may be payable by the Judicial Trustee upon providing proper identification to the Judicial Trustee.

4. **THIS COURT ORDERS** that payment of the interim distributions referred to above shall be made by the Judicial Trustee of Leisure as soon as practicable to those parties referenced above or, alternatively, to those parties that establish to the Judicial Trustee of Leisure that they are subrogated to the position of those parties or to those parties who hold or deliver assignments of claims to the Judicial Trustee of Leisure on or before May 6, 2004.

5. **THIS COURT AUTHORIZES** the Judicial Trustee of Leisure to retain the remaining funds on hand, pending a further application to this Honourable Court as to any further distribution that may be authorized herein.
6. **THIS COURT FURTHER AUTHORIZES** the Judicial Trustee of Leisure to list the names of beneficiaries who have not cashed the distribution cheques forwarded to them by the Judicial Trustee of Leisure on its Canada 3000 website if the cheques remain uncashed for 90 days after their distribution by the Judicial Trustee of Leisure.
7. **THIS COURT AUTHORIZES** that paragraphs 18 and 20 of the Order of this Honourable Court dated December 5, 2001 appointing the Judicial Trustee of Leisure, as amended by the Orders of this Honourable Court dated December 18, 2001 and August 21, 2002 is hereby further amended by changing "\$3.8 million" to read "\$4.1 million", provided that the costs as defined therein of PWC as Judicial Trustee of Leisure shall be limited to the sum of \$3,996,961.00 unless authorized by further order of this court.
8. **THIS COURT ORDERS** that the Judicial Trustee of Leisure or any other party is authorized to apply for such further directions as may be required.
9. **THIS COURT AUTHORIZES** the Judicial Trustee of Tickets to disallow certain claims in the Beneficiary Listing previously approved in these proceedings for distribution herein, as particularized in Exhibit "A", Appendix "I" of the Bowra Affidavit, provided that the holders of such claims shall be entitled to payment by the Judicial Trustee of any dividends payable in respect of such claims upon providing proper identification to the Judicial Trustee.
10. **THIS COURT ORDERS** that, subject to paragraph 9 herein, the value of the claims referred to in paragraph 9 herein may be retained by the Judicial Trustee of Tickets in respect of its costs and expenses incurred in the course of administration of the judicial trust with respect to Tickets.
11. **THIS COURT FURTHER ORDERS** that the accounts of the Judicial Trustee of tickets appointed by Order granted herein on December 5, 2001, as particularized in Exhibit "A", Appendix "L" of the Bowra Affidavit are hereby authorized and approved.

12. **THIS COURT ORDERS** that the Judicial Trustee of Tickets' fees and disbursements, including its legal fees and disbursements, are hereby authorized and approved.

13. **THIS COURT FURTHER ORDERS** that, subject to the obligation to pay dividends to the holders of claims in accordance with paragraph 9 herein, the Judicial Trustee of Tickets is hereby discharged.

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

APR 14 2004

PER/PAR 

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

Proceeding commenced at Toronto

ORDER

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