

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)

MONDAY, THE 31st

JUSTICE NEWBOULD)

DAY OF OCTOBER, ~~2015~~ ²⁰¹⁶ - CA

IN THE MATTER OF THE PROPOSAL OF 8635919 CANADA INC. (FORMERLY OPERATING AS ITRAVEL 2000) OF THE CITY OF MISSISSAUGA IN THE PROVINCE OF ONTARIO

ORDER
(Approval of Proposal)

THIS MOTION is made by Richter Advisory Group Inc., in its capacity as proposal trustee (the "**Proposal Trustee**") acting *in re* the Proposal of 8635919 Canada Inc. (formerly operating as iTravel 2000) (the "**Company**"), for an Order pursuant to section 59 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), approving the Proposal of the Company (the "**Proposal**"), attached as Exhibit "C" to the Report of Trustee on Proposal dated October 21, 2016 (the "**Report**"), approving the Report and the activities of the Proposal Trustee described therein and approving the fees and disbursements of the Proposal Trustee and its counsel, Stikeman Elliott LLP ("**Stikeman**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavits sworn on behalf of the Proposal Trustee and Stikeman as to their fees and disbursements (the "**Fee Affidavits**"), the Report of the Proposal Trustee on the Financial Situation of the Debtor and the Proposal, dated September 20, 2016, the

Report of the Trustee on Proposal, dated October 21, 2016, and the Exhibits thereto (the "Report"), and on hearing the submissions of counsel for the Proposal Trustee and counsel for the Company and such other parties as were present, no one else appearing although duly served as appears from the Affidavit of Service of the Notice of Hearing of Application for Court Approval of Proposal, and the affidavit of service of Lee Nicholson, filed and having determined that the Proposal has been accepted by the required majority of creditors, as set out in the BIA, voting at the meeting of creditors held on September 30, 2016, the terms of the Proposal are reasonable and calculated to benefit the general body of creditors and that no offences or facts have been proved to justify the Court withholding its approval of the Proposal:

DEFINITIONS

1. **THIS COURT ORDERS** that all capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Proposal.

APPROVAL OF THE PROPOSAL

2. **THIS COURT ORDERS** that the Proposal be and is hereby approved.

3. **THIS COURT ORDERS** that, as of the Effective Date: (i) the Proposal and all associated steps, compromises, settlements, satisfactions, releases, discharges, transactions and arrangements effected thereby are approved, binding, and effective in accordance with the provisions of the Proposal and the BIA; and (ii) the treatment of the Claims of all Creditors under the Proposal shall be final and binding for all purposes and enure to the benefit of the Company, all Affected Creditors, the Directors, the Officers, and all other

Persons named or referred to in the Proposal, or subject to the Proposal, and their respective heirs, executors, administrators and other legal representatives, successors and assigns.

IMPLEMENTATION OF THE PROPOSAL

4. **THIS COURT ORDERS** that the Proposal Trustee be and is hereby authorized, directed and empowered to perform its functions and to fulfill its obligations under the Proposal to facilitate the implementation of the Proposal.

5. **THIS COURT ORDERS** that the Proposal Trustee and the Company be and are hereby authorized and directed to make the distributions and payments contemplated under the Proposal in accordance with the BIA and take any such related steps or actions necessary or desirable to implement, and consummate all matters contemplated under the Proposal and all agreements, transactions, and documents contemplated by the Proposal, and such steps and actions are hereby approved.

6. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada and as against all Persons against whom it may otherwise be enforced.

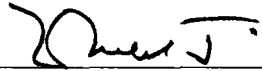
7. **THIS COURT ORDERS** that the Proposal Trustee may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

APPROVAL OF REPORT ON PROPOSAL

8. **THIS COURT ORDERS** that the Report, and the conduct and activities of the Proposal Trustee set out therein, be and are hereby approved.

FEES AND DISBURSEMENTS

9. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and Stikeman, as set out in the Fee Affidavits, be and are hereby approved.



IN THE MATTER OF THE PROPOSAL OF 8635919 CANADA INC. (FORMERLY OPERATING AS ITRAVEL 2000) OF THE CITY OF MISSISSAUGA IN THE PROVINCE OF ONTARIO

Estate/Court File No. 32-2154391

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced in Toronto

**ORDER
(Approval of Proposal)**

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Elizabeth Pillon LSUC# 35638M
Tel: (416) 869-5623
Email: lpillon@stikeman.com

Lee Nicholson LSUC# 66412I
Tel: (416) 869-5604
Fax: (416) 947-0866
Email: leenicholson@stikeman.com

**Lawyers for Richter Advisory Group Inc., in its
capacity as Proposal Trustee**