

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF JAMES ROBERT TUCKER, RICHARD HEIS AND
ALLAN WATSON GRAHAM OF KPMG LLP, AS JOINT ADMINISTRATORS**

Applicants

**AND IN THE MATTER OF AERO INVENTORY (UK) LIMITED
and AERO INVENTORY PLC**

Respondents

**APPLICATION UNDER SECTIONS 46 AND FOLLOWING OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**MOTION RECORD
(Re: Discharge Order)**

March 26, 2014

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**NOTICE OF MOTION
(Re: Discharge Order)**

This motion, made by KPMG Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Aero Inventory (Canada) Inc. / Aero Inventaire (Canada) Inc. (the "**Debtor**"), in these proceedings, will make a motion to a Judge presiding over the Commercial List on a date to be set by the Court at 330 University Avenue, Toronto.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THIS MOTION IS FOR AN ORDER under Sections 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), among other things:

- (a) approving the Second Report of the Receiver, dated March 26, 2014 (the

"Report") and the activities of the Receiver described therein;

- (b) approving the Receiver's Statement of Receipts and Disbursements for the period from December 1, 2009 to February 28, 2014;
- (c) approving distributions:
 - (i) to the Receiver General on behalf of Human Resources and Skills Development Canada ("HRSDC"); and
 - (ii) for payment of any residual expenses in the receivership;
- (d) approving the fees and disbursements of the Receiver including an estimate of future fees to be incurred in completing the receivership;
- (e) authorizing the Receiver to destroy the Debtor's records, subject to limited exceptions; and,
- (f) authorizing the termination of the Debtor's receivership proceedings and the discharge and release of the Receiver.

THE GROUNDS FOR THE MOTION ARE:

- (a) the facts and circumstances to be set out in the Report; and
- (b) such further and other grounds as counsel may advise and this Court permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Report; and
- (b) such further and other evidence as counsel may advise and this Court permit.

March 26, 2014

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED ("CCAA")**

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Respondents

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**SERVICE LIST OF
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(as at February 18, 2014)**

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ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No: 09-CL-8456-00CL

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SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

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Tab 2