

**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: Sale Approval)
(Returnable Friday, October 25, 2013)**

October 22, 2013

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INDEX

<u>Tab:</u>	<u>Document:</u>	<u>Page No.:</u>
1.	Notice of Motion	1-9
2.	Seventh Report of KPMG Inc. in its capacity as Trustee in Bankruptcy and Information Officer dated October 21, 2013	10-95
3.	Draft form of Sale Approval Order	96-99

Tab 1

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**NOTICE OF MOTION
(Re: Sale Approval)**

The Joint Administrators of Aero Inventory (UK) Limited (in Administration) and Aero Inventory Plc (in administration) (collectively, the "**Foreign Debtors**"), in their capacities as foreign representatives (the "**Foreign Representatives**") in these proceedings, will make a motion to a Judge presiding over the Commercial List on October 25, 2013 at 10am, or as soon after that time as the motion may be heard, at 330 University Avenue, Toronto.

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

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

- (a) Approving a sale of the Foreign Debtors' right, title and interest in certain surplus inventory (the "**Purchased Assets**") described in greater detail in

the Seventh Report of KPMG Inc., in its capacity as Trustee in Bankruptcy and Information Officer of the Foreign Debtors, to be served (the "**Seventh Report**");

- (b) that the Trustee in Bankruptcy of the Foreign Debtors shall have no obligation to take possession of or otherwise monitor, safeguard, deal with or assert an interest in, any of the proceeds from the sale of the Purchased Assets;
- (c) that the Trustee in Bankruptcy of the Foreign Debtors is authorized and empowered to enter into certain consent and settlement agreements, including a release in favour of Aveos Fleet Performance Inc., in connection with the sale of the Purchased Assets; and
- (d) sealing certain confidential appendices to the Seventh Report containing the bill of sale governing the sale of the Purchased Assets, and certain consent and settlement agreements to be entered into in connection with the sale of the Purchased Assets.

THE GROUNDS FOR THE MOTION ARE:

- (e) the facts and circumstances to be set out in the Seventh Report;
- (f) Section 49 of the CCAA; and
- (g) Such further and other grounds as counsel may advise and this Honourable Court permit.

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

- (a) The Seventh Report, to be served; and
- (b) such further and other evidence as counsel may advise and this Honourable Court permit.

October 21, 2013

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

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Proceeding commenced at Toronto

NOTICE OF MOTION

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Tab 2