

PCourt File No. 09-CL-8456-00CL
Estate No. 31-456351
Estate No. 31-456352

**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**

INFORMATION OFFICER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Newbould of the Ontario Superior Court of Justice (the "Court") dated November 11, 2009, KPMG Inc. was appointed as the information officer (in such capacity, the "Information Officer") of Aero Inventory (UK) Limited (in administration) and Aero Inventory PLC (in administration) (collectively, the "Foreign Debtors").

B. Pursuant to an Order of the Court dated April 8, 2013 (the "Vesting Order"), the Court approved the administration sale of assets agreement (Canadian Assets) made as of March 26, 2013 (the "Canadian Sale Agreement") between the Foreign Debtors, the Joint Administrators of the Foreign Debtors, and Diversified Aero Inventory I, LLC (the "Purchaser") and provided for the vesting in the Purchaser of the Foreign Debtors' right, title and interest in and to the Purchased Assets (other than the Unresolved Parts), (the "Canadian Transferred Assets") which

vesting is to be effective with respect to those Purchased Assets upon the delivery by the Information Officer to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Initial Sum for the Canadian Transferred Assets; (ii) the matters set out in item 2 below have been satisfied or waived by the Foreign Debtors and the Purchaser; (iii) the Purchaser has delivered the Buyer's Acknowledgment; and (iv) the Transaction has been completed to the satisfaction of the Information Officer.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Canadian Sale Agreement and the Vesting Order.

THE INFORMATION OFFICER CERTIFIES the following:

1. The Purchaser has paid and the Foreign Debtors have received the Initial Sum for the Canadian Transferred Assets payable on the Completion Date pursuant to the Canadian Sale Agreement;
2. The conditions to Completion as set out in Section 9.2 of the Canadian Sale Agreement have been satisfied or waived by the Foreign Debtors and the Purchaser and the Purchaser has paid the Initial Sum in full in accordance with Section 9.2 of the Canadian Sale Agreement.
3. the Purchaser has delivered the Buyer's Acknowledgment; and
4. The Transaction has been completed to the satisfaction of the Foreign Debtors.

This Certificate was delivered by the Information Officer at 1:38 PM on April 30, 2013

KPMG Inc., in its capacity as Information Officer of the undertaking, property and assets of Aero Inventory (UK) Limited (in administration) and Aero Inventory PLC (in administration), and not in its personal capacity

Per: N. Brearton
Name: Nicholas Brearton
Title: President

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WATSON GRAHAM OF KPMG LLP, AS JOINT ADMINISTRATORS (Applicants)

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

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SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

INFORMATION OFFICER'S CERTIFICATE

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