

**Tab 3**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) ●, THE ● TH  
JUSTICE MORAWETZ ) DAY OF ●, 2012

**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**

**ORDER**

**THIS MOTION**, made by James Robert Tucker, Richard Heis and Allan Watson Graham, in their capacities as Joint Administrators of Aero Inventory (UK) Limited (in administration) and Aero Inventory PLC (in administration) (in such capacity, the "Foreign Representatives") was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Third Report (the "Third Report") of KPMG Inc., in its capacity as Information Officer of Aero Inventory (UK) Limited (in administration) and Aero Inventory Plc (in administration) (collectively, "Aero") dated April 26, 2012, and on hearing the submissions of counsel for the Foreign Representatives and Air Canada, no one appearing for any other party although duly served as appears from the affidavit of service of ● sworn ●, 2012,

1. **THIS COURT ORDERS** that all capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Third Report.
2. **THIS COURT ORDERS** that Air Canada shall pay, without set off, for its consumption of Aero Parts from November 11, 2009 onward, as such consumption is determined in accordance with the Algorithm and the Pricing Methodology. Air Canada shall make such payments within five (5) business days of delivery of an invoice to Air Canada by Aero.
3. **THIS COURT ORDERS** that Air Canada shall pay amounts due to Aero as evidenced by the April 15 Invoice within five (5) business days of the date of this Order.
4. **THIS COURT ORDERS** that all consumption of Aero Parts by Air Canada on and after November 11, 2009, whether occurring before or after the date of this Order, shall be deemed to have occurred in accordance with the Terms of Sale.
5. **THIS COURT ORDERS** that Air Canada shall cease consumption of Aero Parts immediately unless such consumption occurs in accordance with Paragraphs 2 and 4 above.
6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United Kingdom or elsewhere, to give effect to this Order and to assist the Foreign Representatives and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Foreign Representatives, as officers of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Foreign Representatives and their agents in any foreign proceeding, or to assist the Foreign Representatives and their agents in carrying out the terms of this Order.
7. **THIS COURT ORDERS** that the Foreign Representatives and their agents be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

Court File No: 09-CL-8456-OOCL

**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**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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

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

**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**

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

Proceeding commenced at Toronto

**MOTION RECORD**

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