

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 Fourth Report (the "Fourth Report") of KPMG Inc., in its capacity as Information Officer of Aero Inventory (UK) Limited (in administration) and Aero Inventory Plc (in administration) 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 Fourth Report.
2. **THIS COURT ORDERS** that Air Canada, Aero Inventory (UK) Limited (in administration) ("Aero") and Aero Inventory PLC (in administration) are bound by the terms of the Uplift Agreement.
3. **THIS COURT ORDERS** that Air Canada shall forthwith provide Aero, Aero Canada, or their affiliates, agents or contractors, with access to the Facilities for the purposes of repossessing the Aero Parts in accordance with the Repossession Procedures.
4. **THIS COURT ORDERS** that Air Canada shall preserve all Airworthiness Certifications currently in its possession and relating to the Aero Parts and deliver those Airworthiness Certifications, whether in electronic or hard copy form, to Aero upon request. Aero shall reimburse Air Canada for all reasonable out-of-pocket costs of delivering those Airworthiness Certifications.
5. **THIS COURT ORDERS** that Air Canada shall cooperate with Aero to assist in obtaining Airworthiness Certifications relating to Aero Parts in Air Canada's possession if Aero does not currently possess those Airworthiness Certifications. Aero shall reimburse Air Canada for all reasonable out-of-pocket costs in providing such cooperation and assistance.
6. **THIS COURT ORDERS** that Air Canada shall provide Material Transfer Forms in fully executed form to Aero for all Aero Parts in Air Canada's possession.
7. **THIS COURT ORDERS** that Aero, Aero Canada, or their affiliates or contractors, are authorized to take possession of the Swapped Back CAT 3 Parts for the purposes of storing those Swapped Back CAT 3 Parts at Aero-controlled facilities in Montreal until resolution of Air Canada's potential claim to the Swapped Back CAT 3 Parts or further order of this Court, provided that Air Canada is given rights to inspect the Swapped Back CAT 3 Parts on reasonable notice to Aero.
8. **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.

9. **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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292

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

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

Proceeding commenced at Toronto

MOTION RECORD

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