



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE MORAWETZ

) FRIDAY, THE 25TH
)
) DAY OF OCTOBER, 2013

**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**

SALE APPROVAL ORDER

THIS MOTION, made by the Joint Administrators of Aero Inventory (UK) Limited (in administration) ("Aero UK") and Aero Inventory PLC (in administration) (collectively, the "Foreign Debtors") in their capacity as Court-appointed Foreign Representatives (the "Foreign Representatives") for an order approving the sale transaction (the "Transaction") contemplated by a bill of sale (the "Sale Agreement") between Aero UK, the Joint Administrators of Aero UK, and Diversified Aero Services, Inc. (the "Purchaser") dated on or about October 18, 2013 and appended to the Seventh Report of KPMG Inc., in its capacity as information officer in these proceedings, (in such capacity, the "Information Officer") dated October 22, 2013 (the "Seventh Report") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventh Report and on hearing the submissions of counsel for the Foreign Representatives, the Trustee and Air Canada, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Evan Cobb sworn on October 23, 2013 filed:

1. THIS COURT ORDERS that capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Sale Agreement.
2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, with such minor amendments as the Foreign Representatives may deem necessary. The Foreign Representatives are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
3. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the Bulk Sales Act (Ontario).
4. THIS COURT ORDERS that, except as otherwise provided in the Letter Agreement attached as Confidential Appendix "E" to the Seventh Report, the Trustee 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.
5. THIS COURT ORDERS that the Trustee is authorized and empowered to enter into the Settlement Agreement and Letter Agreement substantially in the forms attached as Confidential Appendices "D" and "E" to the Seventh Report (the "Trustee Agreements") and the Trustee's execution of the Trustee Agreements are hereby ratified and approved.
6. THIS COURT ORDERS that Confidential Appendices "D", "E" and "F" to the Seventh Report be and are hereby sealed pending further Order of the Court and shall not form part of the public record.
7. 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 the Information Officer and their respective 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 and the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Foreign Representatives or the Information Officer in any foreign proceeding, or to assist the Foreign Representatives or the Information Officer and their respective agents in carrying out the terms of this Order.

8. THIS COURT ORDERS that each of the Foreign Representatives and the Information Officer 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.



EN / ENGLISH / LE / FRANÇAIS A TORONTO
ON / ONTARIO NO.:
LE / DANS LE MINISTRE NO.:

OCT 25 2013

MS.

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SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

SALE APPROVAL ORDER

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