

District of:
 Court No.
 Court No.
 Estate No.

Original Amended

- FORM 78 -
 Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)
 In the matter of the bankruptcy of
 Aero Inventory (UK) Limited
 of the City of London, in the United Kingdom

To the bankrupt


You are required to carefully and accurately complete this Form and the applicable attachments, showing the state of your affairs on the date of your bankruptcy, on the _____ day of _____, _____. When completed, this Form and the applicable attached lists will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (As stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	78,750,439.00
Balance of claims unsecured as per list "A" ..	250,255,132.00
Total unsecured creditors	329,005,571.00
2. Secured creditors value of security as per list "B"	257,479,903.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	586,485,474.00
Surplus	NIL

ASSETS (As stated and estimated by the officer)	
1. Inventory	251,913,368.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per List "E"	
Good	5,481,209.00
Doubtful	0.00
Bad	5,529,722.00
Estimated to produce	5,481,209.00
4. Bills of exchange, promissory note, etc., as per List "F" ..	0.00
5. Deposits in Financial Institutions	0.00
6. Cash	0.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per List "G"	0.00
10. Furniture	85,326.00
11. RRSPs, RRIFs, Life insurance, etc.	0.00
12. Securities (Shares, Bonds, Debentures, etc.)	0.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per List "H"	0.00
If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
Amount paid on capital	0.00
Balance subscribed and unpaid	0.00
Estimated to produce	0.00
Total assets	257,479,903.00
Deficiency	329,005,571.00

I, _____ of _____ in the Province of _____ do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge a full, true and complete statement of my affairs on the 21st day of January 2010 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

~~SWORN~~ (or SOLEMNLY DECLARED)
 before me at the City of London in the Province of United Kingdom
 on this 22nd day of January 2010.


 James Robert Tucker of KPMG LLP,
 a Joint Administrator of
 Aero Inventory (UK) Limited

The information contained herein is based on Aero Inventory (UK) Limited's ("Aero UK") books and records as at the date of its UK Administration proceedings being November 11, 2009, with the estimated realizations being those of the Directors of Aero UK all converted into Canadian dollars at a rate of 1.70652. As a result, the information is identical to that previously provided to Aero UK creditors by JR Tucker as Joint Administrator of Aero UK in its mailing dated January 4, 2010.

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List "A"
Unsecured Creditors
Aero Inventory (UK) Limited

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim Un	Total Claim
1	Creditors-(trade) - see attached list		78,750,439.00	0.00	78,750,439.00
2	Lloyds TSB Commercial Finance Limited		0.00	250,255,132.00	250,255,132.00
Total:			78,750,439.00	250,255,132.00	329,005,571.00

22-Jan-2010

Date

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James Robert Tucker of KPMG LLP,
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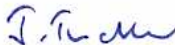
List 'B'
Secured Creditors

Aero Inventory (UK) Limited

No.	Name of creditor	Address	Amount of Claim	Particulars of Security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	Creditors - Employee super priority claim pursuant to UK Legislation		455,593.00	Debts Due - Business - Trade Accounts Receivables		455,593.00		
2	Creditors - Trade super priority claim pursuant to UK Legislation		1,023,912.00	Debts Due - Business - Trade Accounts Receivables		1,023,912.00		
3	Lloyds TSB Commercial Finance Limited		506,255,530.00	Business Assets - Stock In Trade - Inventory Furniture Debts Due - Business - Trade Accounts Receivables		51,913,368.00 85,326.00 4,001,704.00		250,255,132.00
Total			507,735,035.00			57,479,903.00	0.00	250,255,132.00

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List "E"
Debts Due to the Bankrupt
Aero Inventory (UK) Limited

No.	Name of debtor	Address and Occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Trade Accounts Receivables			5,481,209.00 0.00 5,529,722.00			5,481,209.00	
Total				5,481,209.00 0.00 5,529,722.00			5,481,209.00	

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List "H"
Property

Aero Inventory (UK) Limited
FULL STATEMENT OF PROPERTY

Nature of Property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade		Inventory	586,444,402.00	251,913,368.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in Financial Institution			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			1,430,168.00	85,326.00
(h) Life insurance policies, RRSPs, etc			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Prepayments and debts	17,181,655.00	0.00
		Intangible assets	39,610,131.00	0.00
			Total:	251,998,694.00

22-Jan-2010

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James Robert Tucker of KPMG LLP,
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Aero Inventory (UK) Limited

Court No.

File No.

**In the matter of the bankruptcy of
Aero Inventory (UK) Limited
of the City of London, in the United Kingdom**

**Form 78 (Bill C-12)
Statement of affairs (Business bankruptcy)**

KPMG Inc. - Trustee

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