

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MADAM ) MONDAY, THE 8<sup>TH</sup>  
JUSTICE MESBUR )  
 ) DAY OF APRIL, 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**

**TRUSTEE ORDER**

THIS MOTION, made by the Joint Administrators of Aero Inventory (UK) Limited (in administration) and Aero Inventory PLC (in administration) (collectively, the "Foreign Debtors") in their capacity as Court-appointed Foreign Representatives (the "Foreign Representatives") for an Order pursuant to Section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Sixth Report, the Supplement to the Sixth Report, dated April 5, 2013, and on hearing the submissions of counsel for the Foreign Representatives, Air Canada, Aveos Fleet Performance Inc. and Lloyds TSB Commercial Finance Limited, no one appearing for any

other person on the service list, although properly served as appears from the affidavit of Evan Cobb sworn March 27, 2013 filed:

1. THIS COURT ORDERS that the effects of the bankruptcy proceedings commenced under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, in respect of the Foreign Debtors will not apply to the Foreign Debtors' assets, property and undertaking currently located outside of Canada and the Trustee shall have no liability or duty in respect of any dealings by any party, including the Foreign Debtors and Diversified Aero Inventory I, LLC, with the assets, property or undertaking of the Foreign Debtors located outside of Canada.

2. 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 Trustee 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 Trustee, 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.

3. THIS COURT ORDERS that each of the Foreign Representatives and the Information Officer be at liberty and is 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.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



APR 09 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

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

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

Proceeding commenced at Toronto

**TRUSTEE ORDER**

**Norton Rose Canada LLP**  
Suite 3800  
Royal Bank Plaza, South Tower  
200 Bay Street, P.O. Box 84  
Toronto, Ontario M5J 2Z4

**Orestes Pasparakis LSUC#: 36851T**  
Tel: (416) 216-4815  
Fax: (416) 216-3930

**Evan Cobb LSUC#: 55787N**  
Tel: (416) 216-1929  
Fax: (416) 216-3930

Lawyers for the Applicants