



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 29TH
JUSTICE MORAWETZ) 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**

**ORDER
(Proceeds)**

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 in connection with paragraph 11 of the Order of the Honourable Justice Mesbur dated April 8, 2013 (the "Sale Approval Order") in these proceedings that, *inter alia*, approved a sale transaction contemplated by an Administration Sale of Assets Agreement (Canadian Assets) (the "Canadian Sale Agreement") between the Foreign Debtors, the Joint Administrators of the Foreign Debtors, and Diversified Aero Inventory I, LLC dated March 26, 2013 and appended to the Sixth Report of the Information Officer dated March 27, 2013 (the "Sixth Report"), 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 the Second Supplement to the Sixth Report, dated April 26, 2013, and on hearing the submissions of counsel for the Foreign Representatives, Air Canada and Aveos Fleet Performance Inc. 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 and April 26, 2013, 2013, filed:

1. THIS COURT ORDERS that capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Canadian Sale Agreement and the Sale Approval Order.
2. THIS COURT ORDERS that the time for service of the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
3. THIS COURT ORDERS AND DIRECTS that, with the exception of the Holdback (as defined in the Sixth Report) the proceeds from the Canadian Sale Agreement shall be paid in accordance with the Canadian Sale Agreement to the Foreign Debtors to be dealt with in accordance with the Administration Proceedings (as defined in the Sixth Report) and any party asserting an interest in such proceeds (whether pursuant to paragraph 5 of the Sale Approval Order or otherwise) shall only be entitled to do so to the extent legally permissible in the Administration Proceedings.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

APR 29 2013



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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER

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