

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: APRIL 5, 2012

PRESIDING: THE HONOURABLE MARK SCHRAGER, J.S.C.

IN THE MATTER OF THE PROPOSED PLAN OF COMPROMISE AND ARRANGEMENT
OF:

AVEOS FLEET PERFORMANCE INC. / AVEOS PERFORMANCE AÉRONATIQUE INC.

- and -

AERO TECHNICAL US, INC.

Insolvent Debtors/Petitioners

- and -

FTI CONSULTING CANADA INC.

Monitor

ORDER AMENDING THE INITIAL ORDER

- [1] **ON READING** the *Motion for the Issuance of an Amended and Restated Initial Order*, the affidavit of Jonathan Solursh filed in support thereof, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, hereafter the "**CCAA**") (the "**Motion**"), relying upon the submissions of counsel and being advised that the parties on the Service List as at April 3, 2012 were given prior notice of the presentation of the Motion;
- [2] **CONSIDERING** the *Initial Order* issued by this Court (Hon. Mark Schragar, J.S.C.) on March 19, 2012 (the "**Initial Order**") and the *Order Appointing a Chief Restructuring Officer* (the "**CRO Order**") issued by this Court (Hon. Mark Schragar, J.S.C.) on March 20, 2012;
- [3] **CONSIDERING** Section 11 of the CCAA;
- [4] **CONSIDERING** the need for a practical and efficient mechanism for the return of property of others;

WHEREFORE, THE COURT:

- [5] **GRANTS**, in part, the verbal *Motion for the Issuance of an Amended and Restated Initial Order*;
- [6] **DECLARES** that all capitalized terms not otherwise defined in the present Order shall have the meaning ascribed to them in the Initial Order or the CRO Order;
- [7] **DECLARES** that the time for service of the Motion is abridged to the time actually given and service of the Motion and supporting material is good, valid and sufficient, and the service thereof is hereby dispensed with;
- [8] **DECLARES** that paragraph 35 of the Initial Order now reads as follows:
- “[35] **DECLARES** that, in order to facilitate the Restructuring, the Petitioners may, subject to the approval of the Monitor, or further order of the Court, settle claims of customers and suppliers that are in dispute.
- [35.1] **DECLARES** that the Petitioners are authorized to release third party property, whether tangible or intangible, and also including electronic data and records, and/or any documentation necessary or incidental to the return of such property, including, but not limited to, records, specifications, manuals, reports, tracing certifications, subject to (i) proper identification by the third party claimant and the Petitioners, (ii) settlement of any outstanding amounts owing to the Petitioners or satisfactory arrangements securing the full payment thereof (iii) providing proper documentation establishing title, right of possession or a valid security interest, not otherwise subject to prior ranking security or right thereon—the whole subject to the prior written approval of the Monitor and of the Third Party Secured Lenders (as defined in the Initial Order). In the event that property claimed by a third party is subject to any prior ranking security or right thereon, the Monitor will endeavour to resolve the matter between the parties at interest, failing which the Monitor will report to the Court and the Petitioners will not release such Property, unless otherwise ordered by this Court.
- [35.2] **DECLARES** that the Petitioners be authorized to negotiate and execute any and all necessary documents or agreements, and to instruct third parties to release such property, to give full effect, facilitate or govern the terms of any such release of property, as may be required, including consents, authorizations, directions, and declarations of settlement out of court, the whole subject to the prior written approval of the Monitor.

[35.3] **DECLARES** that paragraphs 35.1 and 35.2 shall not limit the rights of third-party claimants to bring a motion before the Court as may be required.

[9] **DECLARES** that this Order and all other orders in these proceedings shall have full force and effect in all provinces and territories in Canada.

[10] **ORDERS** that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Petitioners, the Business or the Property.

[11] **REQUESTS** the aid and recognition of any Court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order.

[12] **ORDERS** the provisional execution of the Order notwithstanding any appeal.

COPIE CONFORME
Julie Gauthier
Greffier adjoint

Mark Schragger
MARK SCHRAGER, J.S.C.

Hearing dates: March 19, 30, and April 5, 2012

Me Roger P. Simard
Me Ari Y. Sorek
Fraser Milner Casgrain LLP
Counsel to Petitioners