

**SUPERIOR COURT
(Commercial Division)**

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: October 21, 2013

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

***IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED OF:***

**AVEOS FLEET PERFORMANCE INC./
AVEOS PERFORMANCE AÉRONAUTIQUE
INC.**

and

AERO TECHNICAL US, INC.

Insolvent Debtors/Petitioners

and

FTI CONSULTING CANADA INC.

Monitor

and

**WELLS FARGO BANK NATIONAL
ASSOCIATION, as Fondé de Pouvoir**

and

**CRÉDIT SUISSE AG, CAYMAN ISLAND
BRANCH, as Fondé de Pouvoir**

and

**AVEOS HOLDING COMPANY as Fondé de
Pouvoir**

and

BREOF/BELMONT BAN L.P.

and

THE ATTORNEY GENERAL OF CANADA

and

**AON HEWITT, as administrator of the Aveos
Fleet Performance Inc. pension plans**

and

QUEBEC REVENUE AGENCY

and

CANADA REVENUE AGENCY

Mis en cause

ORDER APPROVING A FOURTH INTERIM DISTRIBUTION

[1] **ON READING** Petitioners' *Motion for Approval of a Fourth Interim Distribution* (the "**Motion**") pursuant to Sections 9 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the "**CCAA**"), the affidavit of Jonathan Solursh filed in support thereof, the Thirteenth Report of the Chief Restructuring Officer and the Twenty-Fifth Report of the Monitor FTI Consulting Canada Inc., relying upon the submissions of counsel and being advised that the interested parties were given prior notice of the presentation of the Motion;

[2] **SEEING** the provisions of the CCAA;

WHEREFORE, THE COURT:

[3] **GRANTS** the *Motion for Approval of a Fourth Interim Distribution*;

[4] **APPROVES** the fourth interim distribution of an amount of U.S. \$18,000,000 (the "**Fourth Interim Distribution**") by Petitioners to Credit Suisse AG, Cayman Islands Branch, as Fondé de Pouvoir and Administrative Agent (the "**Agent**") on account of the claim of the Third Party Secured Lenders under the ABL First Lien Credit Agreement (if applicable) and/or the Take Back Second Lien Credit Agreement (as defined and described in the Petition for the Issuance of an Initial Order);

[5] **AUTHORIZES** the Petitioners, in consultation with the Monitor, to carry out the

CPB

Fourth Interim Distribution;

General Provisions

- [6] **ORDERS** that nothing in this Order shall prejudice or otherwise affect the rights and remedies of any person under any existing insurance policy;
- [7] **DECLARES** that notwithstanding: (i) these proceedings and any declaration of insolvency made herein, (ii) any petition for a bankruptcy order filed pursuant to the BIA in respect of the Petitioners and any bankruptcy order allowing such petition or any assignment in bankruptcy made or deemed to be made in respect of the Petitioners, (iii) any receivership of the Petitioners, and (iv) the provisions of any federal or provincial statute, the payments or disposition of Property made by the Petitioners pursuant to this Order are final and irreversible and shall be binding upon any trustee in bankruptcy or receiver that may be appointed in respect of any of the Petitioners and shall not be void or voidable by creditors of the Petitioners and do not and will not constitute settlements, fraudulent preferences, fraudulent conveyances or other challengeable or reviewable transactions or conduct meriting an oppression remedy under any applicable law;
- [8] **ORDERS** that the Monitor and the Petitioners may apply to this Court for advice and direction in connection with the discharge or variation of their respective powers and duties under or otherwise in relation to this Order;
- [9] **REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Petitioners, the Monitor, the Directors and the Officers, as may be necessary or desirable to give effect to this Order;
- [10] **THE WHOLE WITHOUT COSTS.**


MARK SCHRAGER, J.S.C.

Hearing date: October 21, 2013

COPIE CONFORME

Greffier adjoint