

## MOVABLE SECURITY SEARCH REPORT

The following is our report of the results of the security searches carried out against the following names:

1. AVEOS PERFORMANCE AÉRONAUTIQUE INC.  
AVEOS FLEET PERFORMANCE INC.  
(prior names of Aveos Performance Aéronautique Inc. / Aveos Fleet Performance Inc.):  
SOUTIEN & SERVICES TECHNIQUES ACTS AERO INC.  
ACTS AERO TECHNICAL SUPPORT & SERVICES INC.  
SOUTIEN & SERVICES TECHNIQUES KSAGE AERO INC.  
KSAGE AERO TECHNICAL SUPPORT & SERVICES INC.  
KSAGE MRO HOLDINGS INC.  
GESTIONS KSAGE MRO INC.  
(other business names of Aveos Performance Aéronautique Inc. / Aveos Fleet Performance Inc.):  
AVEOS  
PARTNERS IN PERFORMANCE

### A. REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS

We have searched the register of personal and movable real rights kept at the Quebec Personal and Movable Real Rights Registry Office for the period from January 1, 1994 (date on which legislation creating this register came into force) to 2:20 p.m. on August 10, 2012 inclusive (time and date of certification of such register), and have found therein no entries with respect to the above-mentioned names, other than those appearing in the attached Search Report.

Our search results were obtained through public office records. These searches were conducted using computer systems. We therefore remain unable to warrant the accuracy of the data generated by the computer systems.



**SEARCH REPORT**  
**REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS - QUEBEC**  
**(as at 2:20 p.m. on August 10, 2012)**

1. AVEOS PERFORMANCE AÉRONAUTIQUE INC.  
 AVEOS FLEET PERFORMANCE INC.  
 (prior names of Aveos Performance Aéronautique Inc. / Aveos Fleet Performance Inc.:)  
 SOUTIEN & SERVICES TECHNIQUES ACTS AERO INC.  
 ACTS AERO TECHNICAL SUPPORT & SERVICES INC.  
 SOUTIEN & SERVICES TECHNIQUES KSAGE AERO INC.  
 KSAGE AERO TECHNICAL SUPPORT & SERVICES INC.  
 KSAGE MRO HOLDINGS INC.  
 GESTIONS KSAGE MRO INC.  
 (other business names of Aveos Performance Aéronautique Inc. / Aveos Fleet Performance Inc.:)  
 AVEOS  
 PARTNERS IN PERFORMANCE

	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
A	07-0588163-0001 <b>Registration date:</b> 2007-10-12 <b>Registration expiry date:</b>	Conventional hypothec without delivery	Aveos Fleet Performance Inc. / Aveos Performance Aeronautique Inc. (formerly known	Aveos Holding Company pursuant to a deed of assignment of <i>fondé de pouvoir</i> , Lehman	\$1,200,000,000 with interest thereon at the rate of 25% per annum	The universality of all of the Grantor's movable and immovable property, corporeal and incorporeal, present and future, of any nature whatsoever and wheresoever situate, the whole	Deed executed before Me Marc Daigneault, Notary, on October 12, 2007 in Montreal, Quebec under his minute number 970.  This hypothec is granted to



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	2017-10-11		as Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc., as appears from a change of name registered on September 24, 2008 under number 08-0554419-0001	Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deed of hypothec registered under the said registration as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001		including, without limitation, the following universalities of present and future property of the Grantor, as more fully described in the search transcript pertaining to this registration.	secure the payment of bonds or other titles of indebtedness.  The Beneficiary is acting in its capacity as "fondé de pouvoir".  To the extent that the hypothecation or assignment of any Contract, Intellectual Property Right or Licence (individually and collectively, the "Restricted Property") would result in the termination of, or a breach under, such Restricted Property, the Hypothec on any such Restricted Property shall be under the suspensive condition of consent thereto being obtained or the condition causing such termination or breach being waived. Upon such consent being obtained or condition waived, the Hypothec granted hereby shall charge the applicable Restricted Property without regard to this Section



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							<p>and without the necessity of any further assurance to effect such hypothecation or assignment.</p> <p>Save and except for claims resulting from expropriation proceeds and indemnities payable under any policies of insurance, those referred to in Section 6 of the Deed and save for any other claims for which the collection is otherwise dealt with pursuant to the First Lien Credit Agreement, or any other agreement entered into by the Grantor and the Beneficiary, or the Grantor and any of the secured parties, the Beneficiary hereby authorizes the Grantor to collect and recover all claims forming part of the Charged Property, including Rents (collectively, the "Hypothecated Claims").</p> <p>All capitalized terms have the</p>



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							<p>meanings ascribed thereto in the registration.</p> <p>An assignment of rank was granted in favour of registration numbers 10-0140297-0001 and 10-0140353-0001.</p> <p>An assignment of rank was granted in favour of registration numbers 11-0693673-0002 and 11-0693673-0001.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0001, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Jonathan</p>



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							<p>Solursh for an amount of \$2,500,000, the whole as more fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0003, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Eugene Irwin Davis, John C. Charles, Sean Menke, Thimothy J. Bernlohr, Donald E. Thomas, Joseph C. Kolshak and Todd Dillabough for an amount of \$2,000,000, the whole as more</p>



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							<p>fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0004, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of FTI Consulting Canada Inc., Norton Rose Canada LLP, Fraser Milner Casgrain LLP, Blake, Cassels &amp; Graydon S.R.L. and Weil, Gotshal &amp; Manges LLP for an amount of \$5,000,000, the whole as more fully described in the search transcript</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							pertaining to this registration.
B	08-0098547-0002 <b>Registration date:</b> 2008-02-25 <b>Registration expiry date:</b> 2018-02-25	Rights of ownership of the Lessor (leasing)	Acts Aero Technical Support & Services Inc./ Soutien & Services Techniques Acts Aero Inc. (Lessee)  Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee), as appears from a notice of modification registered on September 25, 2008 under number 08-0557718-0001	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Master lease and any and all equipment, tangible and intangible, leased pursuant to schedules under master lease agreement no.105504 and any proceeds therefrom	Agreement executed under private signature on February 25, 2008 in Montreal, Quebec and Mississauga, Ontario.  This is a global registration (Article 2961.1 of the <i>Civil Code of Quebec</i> ).





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C	08-0230925-0003 <b>Registration date:</b> 2008-04-25 <b>Registration expiry date:</b> 2014-04-18	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support and Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no. 105504000001, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on April 18, 2008 in St-Laurent, Quebec and Mississauga, Ontario.
D	08-0230925-0005 <b>Registration date:</b> 2008-04-25 <b>Registration expiry date:</b> 2014-04-18	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support and Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no. 105504000001, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on April 18, 2008 in Montreal, Quebec and Mississauga, Ontario.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
E	08-0238472-0012 <b>Registration date:</b> 2008-04-29 <b>Registration expiry date:</b> 2014-04-29	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no. 105504000002, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on April 29, 2008 in Montreal, Quebec and Mississauga, Ontario.
F	08-0321654-0001 <b>Registration date:</b> 2008-06-03 <b>Registration expiry date:</b> 2018-06-02	Rights of ownership of the Lessor (under a leasing contract)	Aveos Fleet Performance Inc. / Aveos Performance Aeronautique Inc., as appears from a notice of rectification registered on October 2, 2008 under number 08-0572335-0001 (Lessee)	GE Vehicle and Equipment Leasing (Lessor)	N/A	Pursuant to the lease agreement dated May 29, 2008, all present and after acquired motor vehicles, trailers, and goods of whatever make or description, now or hereafter leased by the Beneficiary to the Grantor, together with all additions, replacement parts, accessions, attachments and improvements thereto.	Agreement executed under private signature.
G	08-0321654-0002 <b>Registration date:</b>	Rights of ownership of the Lessor	Acts Aero Technical Support & Services Inc./	GE Vehicle and Equipment Leasing	N/A	The motor vehicles described in the search transcript pertaining to this registration as well as all	Agreement executed under private signature.



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	2008-06-03 <b>Registration expiry date:</b> 2018-06-02	(under a leasing contract)	Soutien & Services Techniques Acts Aero Inc. (Lessee)	(Lessor)		attachments, accessories, additions, alterations and replacement parts (whether present or future) to the vehicle(s) described, together with all cash and non-cash proceeds of the vehicle(s) described, pursuant the lease agreement dated May 29,2008.	
H	08-0423641-0001 <b>Registration date:</b> 2008-07-22 <b>Registration expiry date:</b> 2013-05-05	Rights of ownership of the Lessor (under a leasing contract)	Soutien & Services Techniques Acts Aero Inc. (Lessee)	Équipements G. N. Johnston Inc. (Lessor)	N/A	Four Lift truck Raymond model: 8500-FRC60L serial numbers 850-08-69802, 850-08-69803, 850-08-69804, 850-08-69805  Four Batteries Reonac model: 12-085RE3EE serial numbers 8R54389-1, 8R54389-2, 8R54389-3,8R54389-4  Four chargers Reonac model: PBM-118894, PBM118895, PBM118896.	Agreement executed under private signature.
I	08-0432385-0001 <b>Registration date:</b>	Rights of ownership of the Lessor	Acts Aero Technical Support & Services Inc. /	Hewlett-Packard Financial Services Canada Company /	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment	Agreement executed under private signature on July 24, 2008 in Montreal, Quebec and



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	2008-07-24 <b>Registration expiry date:</b> 2014-07-24	(under a leasing contract)	Soutien & Services Techniques Acts Aero Inc. (Lessee)	Compagnie de Services financiers Hewlett-Packard Canada (Lessor)		schedule no. 105504000004, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Mississauga, Ontario.
J	08-0432385-0003 <b>Registration date:</b> 2008-07-24 <b>Registration expiry date:</b> 2014-07-24	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no. 105504000003, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on July 24, 2008 in Montreal, Quebec and Mississauga, Ontario.
K	08-0455561-0002 <b>Registration date:</b> 2008-08-05 <b>Registration expiry date:</b> 2013-07-31	Rights resulting from a lease	** Acts Aero TS&S Inc. (Lessee)	BNP Paribas (Canada) pursuant to the following notices of assignment of rights by Xerox Canada Ltd. registered on July 13, 2012 under number 12-0563650-0001,	N/A	All present and future office equipment and software supplied or financed from time to time by the Beneficiary (whether by lease, conditional sale or otherwise), whether or not manufactured by the Beneficiary or any affiliates thereof.	Agreement executed under private signature.



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				April 10, 2012 under number 12-0260578-0001, January 9, 2012 under number 12-0009037-0001, October 4, 2011 under number 11-0759913-0001, July 6, 2011 under number 11-0501691-0001, April 5, 2011 under number 11-0226940-0001, January 7, 2011 under number 11-0008742-0001 and October 28, 2010 under number 10-0756114-0001 (Lessor)			



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L	08-0458319-0001 <b>Registration date:</b> 2008-08-06 <b>Registration expiry date:</b> 2013-06-12	Rights of ownership of the Lessor (under a leasing contract)	Soutien & Services Techniques Acts Aero Inc. (Lessee)	Équipements G. N. Johnston Ltée (Lessor)	N/A	One Lift truck Raymond model: EASI-R40TT serial number ET-F-08-16149;  One Batterie Reonac model: 12-125RE13 serial number 8R54086-1;  One Charger Reonac model: 50361T5 serial number 0105234	Agreement executed under private signature.
M	08-0474176-0006 <b>Registration date:</b> 2008-08-14 <b>Registration expiry date:</b> 2014-08-14	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)  Aveos Fleet Performance Inc. / Aveos Performance Aeronautiques Inc., as appears from a notice of modification registered on	Hewlett-Packard Financial Services Canada Company / Compagnie de Services financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment Schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no. 105504000005, and amendments thereto, under Master Lease Agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on August 14, 2008 in Montreal, Quebec and Mississauga, Ontario.



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			September 30, 2008 under number 08-0566536-0001 (Lessee)				
N	08-0528077-0001 <b>Registration date:</b> 2008-09-11 <b>Registration expiry date:</b> 2018-09-10	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)  Aveos Fleet Performance Inc. / Aveos Performance Aeronautiques Inc., as appears from a notice of modification registered on December 17, 2008 under number 08-0718636-0001	Liftcapital Corporation (Lessor)	N/A	Two new Toyota lift truck elevators 7FGU45 serial numbers 70110 & 70111.	Agreement executed under private signature on September 11, 2008 in Dorval, Quebec.



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			(Lessee)				
O	08-0528077-0002 <b>Registration date:</b> 2008-09-11 <b>Registration expiry date:</b> 2018-09-10	Rights of ownership of the Lessor (under a leasing contract)	Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc. (Lessee)  Aveos Fleet Performance Inc. / Aveos Performance Aeronautiques Inc., as appears from a notice of modification registered on December 17, 2008 under number 08-0718636-0002 (Lessee)	Liftcapital Corporation (Lessor)	N/A	One new Hoist lift truck elevator P300S serial number 28951.	Agreement executed under private signature on September 11, 2008 in Dorval, Quebec.





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P	08-0577497-0008 <b>Registration date:</b> 2008-10-06 <b>Registration expiry date:</b> 2014-09-30	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105506000006, and amendments thereto, under master lease agreement no.105506, and all amounts owing thereunder.	Agreement executed under private signature on September 30, 2008 in Montreal, Quebec and Mississauga, Ontario.
Q	08-0703026-0006 <b>Registration date:</b> 2008-12-09 <b>Registration expiry date:</b> 2013-12-08	Rights resulting from a lease	Aveos Performance Aeronautique Inc. (Lessee)	BNP Paribas (Canada) pursuant to the following notices of assignment of rights by Xerox Canada Ltd. registered on July 13, 2012 under number 12-0563650-0001, April 10, 2012 under number 12-0260578-0001, January 9, 2012	N/A	Equipment and all present and future office equipment and software supplied or financed from time to time by the Lessor (whether by lease, conditional sale or otherwise), whether or not manufactured by the Lessor or any affiliate thereof.	Agreement executed under private signature.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
				under number 12-0009037-0001, October 4, 2011 under number 11-0759913-0001, July 6, 2011 under number 11-0501691-0001, April 5, 2011 under number 11-0226940-0001, January 7, 2011 under number 11-0008742-0001 and October 28, 2010 under number 10-0756114-0001 (Lessor)			



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R	08-0726280-0001 <b>Registration date:</b> 2008-12-22 <b>Registration expiry date:</b> 2014-12-19	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000007, and amendments thereto, under master lease agreement no.105504, and all amounts owing thereunder.	Agreement executed under private signature on December 19, 2008 in Montreal, Quebec and Mississauga, Ontario.
S	09-0048834-0002 <b>Registration date:</b> 2009-01-30 <b>Registration expiry date:</b> 2015-01-30	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000009, and amendments thereto, under master lease agreement no.105504, and all amounts owing thereunder.	Agreement executed under private signature on January 30, 2009 in Montreal, Quebec and Mississauga, Ontario.



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T	09-0054781-0002 <b>Registration date:</b> 2009-02-04 <b>Registration expiry date:</b> 2019-02-03	Conventional hypothec without delivery	Aveos Fleet Performance Inc. / Aveos Performance Aeronautiques Inc. (formerly known as Acts Aero Technical Support & Services Inc. / Soutien & Services Techniques Acts Aero Inc., as appears from a change of name registered on February 9, 2009 under number 09-0065159-0001	Breof/Belmont Ban L. P.	\$6,000,000	The universality of all present and future corporeal property owned by the Grantor and now or in the future situated in the Building, including all furniture, fixtures, and equipment.  DEFINITIONS :  "Building" means collectively the OPTO Building and the BAN3 Building;  "OPTO Building" means the buildings known as the OPTO Building bearing civic number 7055 Alexander-Fleming located in the City of Montréal (Borough of Saint-Laurent), Province of Québec;  "BAN3 Building" means the building known as the BAN3 Building bearing civic number 2311 Alfred-Nobel Boulevard located in the City of Montréal (Borough of Saint-Laurent),	Agreement executed under private signature on February 12, 2008 in Saint-Laurent, Quebec.  Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0001, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Jonathan Solursh for an amount of \$2,500,000, the whole as more fully described in the search transcript pertaining to this registration.  Pursuant a hypothec created by



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						Province of Québec.	<p>judgment registered on May 30, 2012 under number 12-0427374-0003, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Eugene Irwin Davis, John C. Charles, Sean Menke, Timothy J. Bernlohr, Donald E. Thomas, Joseph C. Kolshak and Todd Dillabough for an amount of \$2,000,000, the whole as more fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number</p>



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							12-0427374-0004, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of FTI Consulting Canada Inc., Norton Rose Canada LLP, Fraser Milner Casgrain LLP, Blake, Cassels & Graydon S.R.L. and Weil, Gotshal & Manges LLP for an amount of \$5,000,000, the whole as more fully described in the search transcript pertaining to this registration.



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U	09-0091541-0001 <b>Registration date:</b> 2009-02-23 <b>Registration expiry date:</b> 2019-02-22	Conventional hypothec without delivery	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc.	Aveos Holding Company pursuant to a deed of assignment of <i>fondé de pouvoir</i> , Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deed of hypothec registered under the said registration, as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001	\$1,200,000,000 with interest at the rate of 25% per annum	The universality of all of the Grantor's movable and immovable property, corporeal and incorporeal, present and future, of any nature whatsoever and wheresoever situate, the whole including, without limitation, the following universalities of present and future property of the Grantor, as more fully described in this search transcript pertaining to this registration.	Deed executed before Me Martine Geoffroy, Notary, on February 20, 2009 in Montreal under her minute number 1,582.  This hypothec is granted to secure the payment of bonds or other titles of indebtedness.  The Beneficiary is acting in its capacity as "fondé de pouvoir".  To the extent that the hypothecation or assignment of any Contract, Intellectual Property Right or Licence (individually and collectively, the "Restricted Property") would result in the termination of, or a breach under, such Restricted Property, the Hypothec on any such Restricted Property shall be under the suspensive condition of consent thereto being obtained or the condition causing such termination or



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							<p>breach being waived. Upon such consent being obtained or condition waived, the Hypothec granted pursuant to the Deed shall charge the applicable Restricted Property without regard to this Section and without the necessity of any further assurance to effect such hypothecation or assignment.</p> <p>Save and except for claims resulting from expropriation proceeds and indemnities payable under any policies of insurance, those referred to in Section 6 of the Deed, and save for any other claims for which the collection is otherwise dealt with pursuant to the First Lien Credit Agreement, or any other agreement entered into by the Grantor and the Beneficiary, or the Grantor and any of the Secured Parties (as defined in the First Lien Credit</p>





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							<p>Agreement), the Beneficiary hereby authorizes the Grantor to collect and recover all claims forming part of the Charged Property, including Rents.</p> <p>All capitalized terms have the meanings ascribed thereto in the registration.</p> <p>By an assignment of rank registered on March 16, 2010, under number 10-0150316-0001, Aveos Holding Company (creditor under registration numbers 07-0588163-0001 and 09-0091541-0001) pursuant to a deed of assignment of <i>fondé de pouvoir</i>, Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deeds of hypothec registered under the above-mentioned registration numbers, as appears from a</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>notice of modification registered on March 15, 2010 under number 10-0146619-0001) ceded its rank in favour of Lehman Commercial Paper Inc. with respect to the present hypothec.</p> <p>An assignment of rank was granted in favour of registration numbers 11-0693673-0002 and 11-0693673-0001.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0001, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Jonathan</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>Solursh for an amount of \$2,500,000, the whole as more fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0003, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Eugene Irwin Davis, John C. Charles, Sean Menke, Thimothy J. Bernlohr, Donald E. Thomas, Joseph C. Kolshak and Todd Dillabough for an amount of \$2,000,000, the whole as more</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0004, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of FTI Consulting Canada Inc., Norton Rose Canada LLP, Fraser Milner Casgrain LLP, Blake, Cassels &amp; Graydon S.R.L. and Weil, Gotshal &amp; Manges LLP for an amount of \$5,000,000, the whole as more fully described in the search transcript</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							pertaining to this registration.
V	09-0096461-0004 <b>Registration date:</b> 2009-02-25 <b>Registration expiry date:</b> 2015-02-24	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000008, and amendments thereto, under master lease agreement no.105504, and all amounts owing thereunder.	Agreement executed under private signature on February 24, 2009 in Montreal, Quebec and Mississauga, Ontario.
W	09-0271763-0001 <b>Registration date:</b> 2009-05-13 <b>Registration expiry date:</b> 2015-05-01	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000010, and amendments thereto, under master lease agreement no.105504, and all amounts owing thereunder.	Agreement executed under private signature on May 1, 2009 in Montreal, Quebec and Mississauga, Ontario.  This is a global registration (Article 2961.1 of the <i>Civil Code of Quebec</i> ).
X	09-0457249-0002 <b>Registration date:</b> 2009-07-27	Reservation of ownership (instalment)	Aveos Fleet Performance Inc./ Aveos Performance	Aero Inventory (UK) Limited (Lessor)	N/A	Parts supplied from time to time by Aero Inventory (UK) Limited ("Supplier") to Aveos Fleet Performance Inc. (formerly	Agreement executed under private signature on November 15, 2007.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	Registration expiry date: 2019-07-27	sale)	Aeronautique Inc (Lessee)			<p>known as ACTS Aero Technical Support &amp; Services Inc.) ("Aveos"), its Affiliates and Persons in which Aveos holds or controls (directly or indirectly) 25% or more of the equity securities or interest of or in the Person.</p> <p>"Aeroman Inventory" means the Aeroman C&amp;E parts inventory as set out in Schedule 10, as adjusted in accordance with Section 1.2 of Schedule 11 of the Agreement.</p> <p>"Affiliate" means, when used with reference to a specific Person, any Person that, directly or indirectly, or through one or more intermediaries, owns or controls, is owned or controlled by, or is under common ownership or common control with, such specific Person; and "owner", "owned" and "ownership", for the purposes of</p>	<p>This is a global registration (Article 2961.1 of the <i>Civil Code of Quebec</i>).</p> <p>The transactions contemplated by the Agreement are not instalment sales within the meaning of the Civil Code of Québec and the right of ownership of the Supplier in the Parts is published hereby for greater certainty only.</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>the definition of "Affiliate", means the beneficial ownership of more than fifty percent (50%) of the equity securities or interest of the Person.</p> <p>"Agreement" means the Agreement for the supply and management of consumable and expendable spares dated November 15, 2007, between the Supplier and Aveos.</p> <p>"APL" means the approved, in-scope C&amp;E parts list attached to the Agreement as Schedule 12 of the Agreement, as modified from time to time by Aveos in its discretion in accordance with clause 36.1 of the Agreement.</p> <p>"ACTS Inventory" means the Aveos C&amp;E parts inventory as set out in Schedule 10, as adjusted in accordance with Section 1.2 of Schedule 11 of the Agreement.</p> <p>"C&amp;E" means category 3</p>	



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>consumable and expendable aircraft spare parts used in the maintenance of aircraft which are either single use items that are not capable of repair or items which after the performance of certain procedures are re-certifiable for limited periods.</p> <p>"Parts" means C&amp;E parts of the types listed in the APL as well as all parts that constitute or are a part of the ACTS Inventory and Aeroman Inventory, in each case which are to be supplied by the Supplier in accordance with the Agreement.</p> <p>"Person" means an individual, corporation, company, cooperative, partnership, trust, unincorporated association, entity with juridical personality or governmental authority or body, and pronouns that refer to a Person shall have a similarly</p>	





	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						extended meaning.	
Y	09-0695436-0001 <b>Registration date:</b> 2009-11-09 <b>Registration expiry date:</b> 2015-11-17	Rights resulting from a lease	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc (Lessee)	AeroTurbine, Inc. (Lessor)	N/A	All inventory pursuant to an Airframe Spare Parts Inventory Lease Agreement dated November 14, 2008 between AeroTurbine, Inc. "AeroTurbine" and Aveos Fleet Performance Inc. "Aveos" together with all substitutions and replacements of, and additions, improvements, accessions and accumulations to, the inventory and all proceeds of any of the foregoing in any form, including, without limitation the specific inventory as more fully described in the search transcript pertaining to this registration.  Note: The above-mentioned description has been rectified pursuant to a notice of rectification registered on November 10, 2009 under number 09-0701044-0001.	Agreement executed under private signature on November 17, 2008.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
Z	09-0695436-0002 <b>Registration date:</b> 2009-11-09 <b>Registration expiry date:</b> 2015-11-17	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc (Lessee)	AeroTurbine, Inc. (Lessor)	N/A	All inventory pursuant to an Airframe Spare Parts Inventory Lease Agreement dated November 14, 2008 between AeroTurbine, Inc. "AeroTurbine" and Aveos Fleet Performance Inc. "Aveos" together with all substitutions and replacements of, and additions, improvements, accessions and accumulations to, the inventory and all proceeds of any of the foregoing in any form, including, without limitation the specific inventory as more fully described in the search transcript pertaining to this registration.  Note: The above-mentioned description has been rectified pursuant to a notice of rectification registered on November 10, 2009 under number 09-0701044-0002.	Agreement executed under private signature on November 17, 2008.
AA	09-0708120-0001	Reservation of ownership	Aveos Fleet Performance Inc./	AeroTurbine, Inc.	N/A	This inscription covers the inventory together with all	Agreement executed under private signature on November



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	<b>Registration date:</b> 2009-11-13  <b>Registration expiry date:</b> 2015-11-14	(instalment sale)	Aveos Performance Aeronautique Inc (Lessee)	(Lessor)		substitutions and replacements of, and additions, improvements, accessions and accumulations to, the inventory and all proceeds of any of the foregoing in any form, including, without limitation the specific inventory as more fully described in the search transcript pertaining to this registration.	14, 2008.
BB	10-0124545-0001  <b>Registration date:</b> 2010-03-05  <b>Registration expiry date:</b> 2015-02-26	Reservation of ownership (instalment sale)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc (Lessee)	AeroTurbine, Inc. (Lessor)	N/A	All present and after-acquired personal property and movable property provided by the Lessor to the Lessee (whether such property has been acquired by the Lessor, for such purpose, from third parties or the Lessee, or received by the Lessor, for such purpose, from the Lessee in exchange or replacement for such property provided by the Lessor to the Lessee), together with all proceeds thereof and together with all replacements thereof and all parts, accessories, additions and accessories	Agreement executed under private signature on February 26, 2010.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>thereto, as set out, or as will be set out, in the Airframe Spare Parts Inventory Lease and Consignment Title Retention Agreement dated February 26, 2010, between the Lessee and the Lessor, as it may be amended, restated, or supplemented from time to time.</p> <p><u>Note:</u> Specific equipment has been added to the description of the property, as appears from a notice of modification registered on October 17, 2011 under number 11-0792933-0001.</p> <p><u>Note:</u> Specific equipment has been removed and added to the description of the property, as appears from a notice of modification registered on June 28, 2010 under number 10-0421918-0002.</p> <p><u>Note:</u> Specific equipment has been added to the description of</p>	



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>the property, as appears from a notice of modification registered on March 14, 2012 under number 12-0180377-0002.</p> <p><u>Note:</u> Specific equipment has been added to the description of the property, as appears from a notice of modification registered on March 15, 2012 under number 12-0184410-0001, as modified by a notice of rectification under number 12-0193480-0001.</p>	
CC	10-0124545-0002 <b>Registration date:</b> 2010-03-05 <b>Registration expiry date:</b> 2015-02-26	Rights resulting from a lease	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc (Lessee)	AeroTurbine, Inc. (Lessor)	N/A	All present and after-acquired personal property and movable property provided by the Lessor to the Lessee (whether such property has been acquired by the Lessor, for such purpose, from third parties or the Lessee, or received by the Lessor, for such purpose, from the Lessee in exchange or replacement for such property provided by the Lessor to the Lessee, together	Agreement executed under private signature on February 26, 2010.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>with all proceeds thereof and together with all replacements thereof and all parts, accessories, additions and accessories thereto, as set out, or as will be set out, in the Airframe Spare Parts Inventory Lease and Consignment Title Retention Agreement dated February 26, 2010, between the Lessee and the Lessor, as it may be amended, restated, or supplemented from time to time.</p> <p><u>Note:</u> Specific equipment has been added to the description of the property, as appears from a notice of modification registered on October 17, 2011 under number 11-0792933-0002.</p> <p><u>Note:</u> Specific equipment has been removed and added to the description of the property, as appears from a notice of modification registered on June 28, 2010 under number 10-</p>	



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						0421918-0001. <u>Note:</u> Specific equipment has been added to the description of the property, as appears from a notice of modification registered on March 14, 2012 under number 12-0180377-0001.  <u>Note:</u> Specific equipment has been added to the description of the property, as appears from a notice of modification registered on March 15, 2012 under number 12-0184410-0002, as modified by a notice of rectification registered on March 19, 2012 under number 12-0193480-0002.	
DD	10-0140297-0001 <b>Registration date:</b> 2010-03-11 <b>Registration expiry date:</b> 2020-03-10	Conventional hypothec without delivery	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc.	Wells Fargo Bank, National Association pursuant to an assignment of a right by Lehman Commercial Paper Inc. registered on	\$150,000,000 with interest at the rate of 25% per annum	The universality of all of the Grantor's movable and immovable property, corporeal and incorporeal, present and future, of any nature whatsoever and wheresoever situate, the whole including, without limitation, the following	Deed executed before Me Keri Clair-Brookalam, Notary, on March 10, 2010 in Montreal under her minute number 326.  This hypothec is granted to secure the payment of bonds or other titles of indebtedness.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
				February 16, 2012 under number 12-0109061-0001		universalities of present and future property of the Grantor, as more fully described in this search transcript pertaining to this registration.	The Beneficiary is acting in its capacity as "fondé de pouvoir".  To the extent that the hypothecation or assignment of any Contract, Intellectual Property Right or Permit (individually and collectively, the "Restricted Property") would result in the termination of, or a breach under, such Restricted Property, the Hypothec on any such Restricted Property shall be under the suspensive condition of consent thereto being obtained or the condition causing such termination or breach being waived. Upon such consent being obtained or condition waived, the Hypothec granted pursuant to the Deed shall charge the applicable Restricted Property without regard to this Section and without the necessity of any





	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>further assurance to effect such hypothecation or assignment.</p> <p>Save and except for claims resulting from expropriation proceeds and indemnities payable under any policies of insurance, those referred to in Section 6 of the Deed, and save for any other claims for which the collection is otherwise dealt with pursuant to the Senior Secured Term Loan Agreement, or any other agreement entered into by the Grantor and the Beneficiary, or the Grantor and any of the Secured Parties, the Beneficiary hereby authorizes the Grantor to collect and recover all claims forming part of the Charged Property, including Rents.</p> <p>All capitalized terms have the meanings ascribed thereto in the registration.</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>By an assignment of rank registered on March 16, 2010, under number 10-0150316-0001, Aveos Holding Company (creditor under registration numbers 07-0588163-0001 and 09-0091541-0001) pursuant to a deed of assignment of <i>fondé de pouvoir</i>, Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deeds of hypothec registered under the above-mentioned registration numbers, as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001) ceded its rank in favour of Lehman Commercial Paper Inc. with respect to the present hypothec.</p> <p>An assignment of rank was</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>granted in favour of registration numbers 11-0693673-0002 and 11-0693673-0001.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0001, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Jonathan Solursh for an amount of \$2,500,000, the whole as more fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30,</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>2012 under number 12-0427374-0003, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Eugene Irwin Davis, John C. Charles, Sean Menke, Thimothy J. Bernlohr, Donald E. Thomas, Joseph C. Kolshak and Todd Dillabough for an amount of \$2,000,000, the whole as more fully described in the search transcript pertaining to this registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0004, Aveos Fleet</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of FTI Consulting Canada Inc., Norton Rose Canada LLP, Fraser Milner Casgrain LLP, Blake, Cassels & Graydon S.R.L. and Weil, Gotshal & Manges LLP for an amount of \$5,000,000, the whole as more fully described in the search transcript pertaining to this registration.
EE	10-0140353-0001 <b>Registration date:</b> 2010-03-11 <b>Registration expiry</b>	Conventional hypothec without delivery	Aveos Fleet Performance Inc./ Aveos Performance Aéronautique Inc.	Credit Suisse AG, Cayman Islands Branch pursuant to an assignment of a right by Lehman	\$150,000,000 with interest at the rate of 25% per annum	The universality of all of the Grantor's movable and immovable property, corporeal and incorporeal, present and future, of any nature whatsoever	Deed executed before Me Keri Clair-Brookalam, Notary, on March 10, 2010 in Montreal under her minute number 325.  This hypothec is granted to



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	<p><b>date:</b> 2020-03-10</p>			<p>Commercial Paper Inc. registered on February 16, 2012 under number 12-0109068-0001</p>		<p>and wheresoever situate, the whole including, without limitation, the following universalities of present and future property of the Grantor, as more fully described in this search transcript pertaining to this registration.</p>	<p>secure the payment of bonds or other titles of indebtedness.</p> <p>The Beneficiary is acting in its capacity as "fondé de pouvoir".</p> <p>To the extent that the hypothecation or assignment of any Contract, Intellectual Property Right or Permit (individually and collectively, the "Restricted Property") would result in the termination of, or a breach under, such Restricted Property, the Hypothec on any such Restricted Property shall be under the suspensive condition of consent thereto being obtained or the condition causing such termination or breach being waived. Upon such consent being obtained or condition waived, the Hypothec granted pursuant to the Deed shall charge the applicable Restricted Property without</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>regard to this Section and without the necessity of any further assurance to effect such hypothecation or assignment.</p> <p>Save and except for claims resulting from expropriation proceeds and indemnities payable under any policies of insurance, those referred to in Section 6 of the Deed, and save for any other claims for which the collection is otherwise dealt with pursuant to the Senior Secured Term Loan Agreement, or any other agreement entered into by the Grantor and the Beneficiary, or the Grantor and any of the Secured Parties, the Beneficiary hereby authorizes the Grantor to collect and recover all claims forming part of the Charged Property, including Rents.</p> <p>All capitalized terms have the meanings ascribed thereto in</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>the registration.</p> <p>By an assignment of rank registered on March 16, 2010, under number 10-0150316-0001, Aveos Holding Company (creditor under registration numbers 07-0588163-0001 and 09-0091541-0001) pursuant to a deed of assignment of <i>fondé de pouvoir</i>, Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deeds of hypothec registered under the above-mentioned registration numbers, as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001) ceded its rank in favour of Lehman Commercial Paper Inc. with respect to the present</p>





	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>hypothec.</p> <p>An assignment of rank was granted in favour of registration numbers 11-0693673-0002 and 11-0693673-0001.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0001, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Jonathan Solursh for an amount of \$2,500,000, the whole as more fully described in the search transcript pertaining to this</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>registration.</p> <p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0003, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of Eugene Irwin Davis, John C. Charles, Sean Menke, Thimothy J. Bernlohr, Donald E. Thomas, Joseph C. Kolshak and Todd Dillabough for an amount of \$2,000,000, the whole as more fully described in the search transcript pertaining to this registration.</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
							<p>Pursuant a hypothec created by judgment registered on May 30, 2012 under number 12-0427374-0004, Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc. hypothecated all of their present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof, in favour of FTI Consulting Canada Inc., Norton Rose Canada LLP, Fraser Milner Casgrain LLP, Blake, Cassels &amp; Graydon S.R.L. and Weil, Gotshal &amp; Manges LLP for an amount of \$5,000,000, the whole as more fully described in the search transcript pertaining to this registration.</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
FF	10-0554560-0002 <b>Registration date:</b> 2010-08-13 <b>Registration expiry date:</b> 2020-08-12	Reservation of ownership (instalment sale)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Kaerer Compressors Canada Inc. / Kaerer Compresseurs Canada Inc. (Lessor)	N/A	Specific equipment, as more fully described in this search transcript pertaining to this registration.	Agreement executed under private signature on July 29, 2010 in Montreal, Quebec.
GG	10-0863983-0011 <b>Registration date:</b> 2010-12-08 <b>Registration expiry date:</b> 2015-12-08	Reservation of ownership (instalment sale)	Aveos Fleet Performance Inc. (Lessee)	Acklands – Grainger Inc. (Lessor)	N/A	Inventory Consignment – amount secured \$78,735.16	Agreement executed under private signature.
HH	11-0318937-0005 <b>Registration date:</b> 2011-05-05 <b>Registration expiry date:</b> 2016-04-28	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc.(Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000012, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on April 28, 2011 in Quebec and Ontario.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
II	11-0544390-0003 <b>Registration date:</b> 2011-07-19 <b>Registration expiry date:</b> 2016-06-30	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000018, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on June 30, 2011 in Quebec and Ontario.
JJ	11-0544659-0007 <b>Registration date:</b> 2011-07-19 <b>Registration expiry date:</b> 2016-07-01	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000016, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on July 1, 2011 in Quebec and Ontario.
KK	11-0544659-0008 <b>Registration date:</b> 2011-07-19 <b>Registration expiry</b>	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc.	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000017, and	Agreement executed under private signature on July 1, 2011 in Quebec and Ontario.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	<b>date:</b> 2016-07-01		(Lessee)	Hewlett-Packard Canada (Lessor)		amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	
LL	11-0544659-0009 <b>Registration date:</b> 2011-07-19 <b>Registration expiry date:</b> 2016-07-01	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000015, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on July 1, 2011 in Quebec and Ontario.
MM	11-0602712-0002 <b>Registration date:</b> 2011-08-09 <b>Registration expiry date:</b> 2016-07-31	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000019, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on July 31, 2011 in Quebec and Ontario.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
NN	11-0644750-0001 <b>Registration date:</b> 2011-08-24 <b>Registration expiry date:</b> 2013-08-22	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000020, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on August 23, 2011 in Quebec and Ontario.
OO	11-0673148-0001 <b>Registration date:</b> 2011-09-01 <b>Registration expiry date:</b> 2016-08-31	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000021, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on August 31, 2011 in Quebec and Ontario.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
PP	11-0693673-0001  <b>Registration date:</b> 2011-09-09  <b>Registration expiry date:</b> 2021-09-08	Conventional hypothec without delivery	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc.	Bank of Montreal	\$1,440,000 (including an additional hypothec of \$240,000) plus interest at the rate of 25% per annum	All present and future movable property of the Grantor consisting of the following (collectively, the "Hypothecated Property"):  (a) all monies of the Grantor heretofore and hereafter received or taken at any time and from time to time by the Beneficiary on account of the Cash Deposit which thereafter are held by the Beneficiary in the account designated in the manner described in Schedule "A" (the "Account") and all the Grantor's rights, title and interest in and to the Cash Deposit in the Account bearing the number(s) specified in Schedule "A" or such other account as may be substituted for or replace such Account from time to time, including all claims of the Grantor in respect of any such Account;	Agreement executed under private signature on September 9, 2011 in Montreal, Quebec.  By an assignment of rank registered on September 13, 2011 under number 11-0700960-0001, Aveos Holding Company (creditor under registration numbers 07-0588163-0001 and 09-0091541-0001) pursuant to a deed of assignment of <i>fondé de pouvoir</i> , Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deeds of hypothec registered under the above-mentioned registration numbers, as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001) ceded its rank in favour of Bank of Montreal with respect to the





	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>(b) all titles, documents, records, certificates and receipts evidencing the foregoing;</p> <p>(c) together with the following present and future property, without limiting the charges, hypothecs and rights arising by operation of law:</p> <p>(i) the proceeds, fruits and revenues of the Hypothecated Property, including (by way of example and without limitation) income therefrom, interest and dividends thereon, cash, bank accounts, notes, negotiable instruments, bills, commercial paper, securities, money, goods, contract rights and any other movable property, corporeal or incorporeal, received when any of the foregoing is sold, exchanged, collected or otherwise disposed of, and any claim resulting from such a</p>	<p>present hypothec.</p> <p>By an assignment of rank registered on September 13, 2011 under number 11-0700960-0002, Lehman Commercial Paper Inc. (creditor under registration number 10-0140297-0001) ceded its rank in favour of Bank of Montreal with respect to the present hypothec.</p> <p>By an assignment of rank registered on September 13, 2011 under number 11-0700960-0003, Credit Suisse AG, Cayman Islands Branch pursuant to an assignment of a right by Lehman Commercial Paper Inc. registered on February 16, 2012 under number 12-0109068-0001 (creditor under registration number 10-0140353-0001) ceded its rank in favour of Bank of Montreal with respect to the</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						transaction; and (ii) any right pertaining to the Hypothecated Property. SCHEDULE "A" Account number 4647-808 (Transit number 0001) maintained by the Grantor at Bank of Montreal. DEFINITIONS: "Cash Deposit" means the sum of US\$800,000 deposited and maintained by the Grantor in the Account, the whole in accordance with the terms of the Loan Agreement. "Loan Agreement" means the Letter Loan Agreement dated as of September 9, 2011 between the Grantor and the Beneficiary, and all renewals, extensions, replacements, supplements or amendments thereto, or substitutions therefor or	present hypothec.



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						restatements thereof.	
QQ	11-0693673-0002 <b>Registration date:</b> 2011-09-09 <b>Registration expiry date:</b> 2021-09-08	Conventional hypothec with delivery	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc.	Bank of Montreal	\$1,440,000 (including an additional hypothec of \$240,000) plus interest at the rate of 25% per annum	All present and future movable property of the Grantor consisting of the following (collectively, the "Hypothecated Property"):  (a) all monies of the Grantor heretofore and hereafter received or taken at any time and from time to time by the Beneficiary on account of the Cash Deposit which thereafter are held by the Beneficiary in the account designated in the manner described in Schedule "A" (the "Account") and all the Grantor's rights, title and interest in and to the Cash Deposit in the Account bearing the number(s) specified in Schedule "A" or such other account as may be substituted for or replace such Account from time to time, including all claims of the Grantor	Agreement executed under private signature on September 9, 2011 in Montreal, Quebec.  By an assignment of rank registered on September 13, 2011 under number 11-0700960-0001, Aveos Holding Company (creditor under registration numbers 07-0588163-0001 and 09-0091541-0001) pursuant to a deed of assignment of <i>fondé de pouvoir</i> , Lehman Commercial Paper Inc. resigned as <i>fondé de pouvoir</i> and Aveos Holdings Company was appointment as <i>fondé de pouvoir</i> under the deeds of hypothec registered under the above-mentioned registration numbers, as appears from a notice of modification registered on March 15, 2010 under number 10-0146619-0001)



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>in respect of any such Account;</p> <p>(b) all titles, documents, records, certificates and receipts evidencing the foregoing;</p> <p>(c) together with the following present and future property, without limiting the charges, hypothecs and rights arising by operation of law:</p> <p>(i) the proceeds, fruits and revenues of the Hypothecated Property, including (by way of example and without limitation) income therefrom, interest and dividends thereon, cash, bank accounts, notes, negotiable instruments, bills, commercial paper, securities, money, goods, contract rights and any other movable property, corporeal or incorporeal, received when any of the foregoing is sold, exchanged, collected or otherwise disposed of, and any</p>	<p>ceded its rank in favour of Bank of Montreal with respect to the present hypothec.</p> <p>By an assignment of rank registered on September 13, 2011 under number 11-0700960-0002, Lehman Commercial Paper Inc. (creditor under registration number 10-0140297-0001) ceded its rank in favour of Bank of Montreal with respect to the present hypothec.</p> <p>By an assignment of rank registered on September 13, 2011 under number 11-0700960-0003, Cayman Islands Branch pursuant to an assignment of a right by Lehman Commercial Paper Inc. registered on February 16, 2012 under number 12-0109068-0001 (creditor under registration number 10-0140353-0001) ceded its rank in favour of Bank</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						<p>claim resulting from such a transaction; and</p> <p>(ii) any right pertaining to the Hypothecated Property.</p> <p>SCHEDULE "A"</p> <p>Account number 4647-808 (Transit number 0001) maintained by the Grantor at Bank of Montreal.</p> <p>DEFINITIONS:</p> <p>"Cash Deposit" means the sum of US\$800,000 deposited and maintained by the Grantor in the Account, the whole in accordance with the terms of the Loan Agreement.</p> <p>"Loan Agreement" means the Letter Loan Agreement dated as of September 9, 2011 between the Grantor and the Beneficiary, and all renewals, extensions, replacements, supplements or amendments thereto, or</p>	<p>of Montreal with respect to the present hypothec.</p>



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
						substitutions therefor or restatements thereof.	
RR	11-0804159-0004 <b>Registration date:</b> 2011-10-19 <b>Registration expiry date:</b> 2016-10-13	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000022, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on October 13, 2011 in Quebec and Ontario.
SS	11-0804159-0005 <b>Registration date:</b> 2011-10-19 <b>Registration expiry date:</b> 2016-10-13	Rights of ownership of the Lessor (leasing)	Aveos Fleet Performance Inc./ Aveos Performance Aeronautique Inc. (Lessee)	Hewlett-Packard Financial Services Canada Company / Compagnie de Services Financiers Hewlett-Packard Canada (Lessor)	N/A	Equipment schedule and any and all equipment, tangible and intangible, pursuant to equipment schedule no.105504000023, and amendments thereto, under master lease agreement no. 105504, and all amounts owing thereunder.	Agreement executed under private signature on October 13, 2011 in Quebec and Ontario.
TT	12-0105884-0003 <b>Registration date:</b>	Rights resulting	Aveos Fleet Performance Inc.	Omega Leasing Canada Ltd.	N/A	One 2008 Ford E250 Van, serial number 1FTNS24W08DB24686.	Agreement executed under private signature on June 14, 2011 on 8525 Decareie Blvd.,



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	2012-02-16 <b>Registration expiry date:</b> 2014-12-31	from a lease	(Lessee)	(Lessor)			Mont-Royal, Quebec.
UU	12-0123174-0004 <b>Registration date:</b> 2017-02-22 <b>Registration expiry date:</b> N/A	Reservation of ownership (instalment sale)	Aveos Fleet Performance Inc. (Purchaser)	Acklands-Grainger Inc. (Vendor)	\$12,727	Inventory – Consignment of industrial/Safety product.	Agreement executed under private signature (place and date of execution not mentioned).
VV	12-0194012-0001 <b>Registration date:</b> 2012-03-20 <b>Registration expiry date:</b> 2015-03-10	Rights resulting from a lease	Aveos Fleet Performance (Lessee)	Équipement Moore Ltée (Lessor)	N/A	Platform 19 '(chisel) electric brand SKYJACK serial number: 22024183, model number: SJIII3219EE, Moore number: 59969.	Agreement executed under private signature on March 19, 2012 (place of execution not mentioned).
WW	12-0194012-0002 <b>Registration date:</b> 2012-03-20 <b>Registration expiry</b>	Rights resulting from a lease	Aveos Fleet Performance (Lessee)	Équipement Moore Ltée (Lessor)	N/A	Forklift 5000 pounds of propane Nissan serial number:920862, model number: APH02A25, Moore number: 26932, (1)	Agreement executed under private signature on March 19, 2012 (place of execution not mentioned).



	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
	<b>date:</b> 2015-03-10					cylinder 33pounds of propane.	
XX	12-0529007-0001 <b>Registration date:</b> 2012-07-03 <b>Registration expiry date:</b> 2022-06-28	Hypothec created by judgment	Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc.  Aero Technical US, Inc.	Jonathan Solursh	\$2,500,000	All of the Grantors' present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof.	Judgment rendered by the Superior Court of the judicial district of Montreal on March 20, 2012 under number 500-11-042345-120.  Please see Note no. 1 herein-below.
YY	12-0529007-0002 <b>Registration date:</b> 2012-07-03 <b>Registration expiry date:</b> 2022-06-28	Hypothec created by judgment	Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc.  Aero Technical US, Inc.	Eugene Irwin Davis John C. Charles Sean Menke Thimothy J. Bernlohr Donald E. Thomas Joseph C. Kolshak Todd Dillabough	\$2,000,000	All of the Grantors' present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof.	Judgment rendered by the Superior Court of the judicial district of Montreal on May 4, 2012 under number 500-11-042345-120.  Please see Note no. 1 herein-below.





	REGISTRATION NUMBER	TYPE	GRANTOR	BENEFICIARY	AMOUNT	DESCRIPTION OF PROPERTY (summary form – complete description available, upon request)	REMARKS (including reference to document creating registered rights)
ZZ	12-0529007-0003 <b>Registration date:</b> 2012-07-03 <b>Registration expiry date:</b> 2022-06-28	Hypothec created by judgment	Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc.  Aero Technical US, Inc.	FTI Consulting Canada Inc.  Norton Rose Canada LLP  Fraser Milner Casgrain LLP  Blake, Cassels & Graydon S.R.L.  Weil, Gotshal & Manges LLP	\$5,000,000	All of the Grantors' present and future assets, rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof.	Judgment rendered by the Superior Court of the judicial district of Montreal on May 4, 2012 under number 500-11-042345-120.  Please see Note no. 1 herein-below.

Note no. 1:

The Amended and Restated Initial Order was rendered by the Superior Court, of the judicial district of Montreal, province of Quebec, on May 4, 2012 under number 500-11-042345-120 (the "Initial Order") and the Order for the appointment of a chief restructuring officer was rendered by the Superior Court, of the judicial district of Montreal, province of Quebec, on March 20, 2012 under number 500-11-042345-120 (the "Order for the appointment of a CRO").

In the Order for the appointment of a CRO, the Court:

[6] DECLARES that all capitalized terms not otherwise defined in the Order for the appointment of a CRO shall have the meaning ascribed to them in the Initial Order;



[7] ORDERS that Jonathan Solursh, be and is hereby appointed as chief restructuring officer over the Petitioners (the "CRO") with authority to carry on, manage, operate, and supervise the management and operations of the business and affairs of the Petitioners, subject to the execution of an engagement letter (the "Engagement Letter") with the CRO on terms satisfactory to the Monitor and the Administration Agent for the Third Party Secured Lenders;

[13] ORDERS that the Administration Charge shall secure the indemnities and obligations, fees and disbursements of the CRO as contained in the Engagement Letter and the Order for the appointment of a CRO. The amount of this charge is not changed by the Order for the appointment of a CRO; and

[15] ORDERS that the CRO of the Petitioners shall be entitled to the benefit of and is hereby granted a charge and security in the Property to the extent of the aggregate amount of \$2,500,000 (the "CRO Charge"), as security for the indemnity provided in paragraph 14 of the Order for the appointment of a CRO, in the Engagement Letter or in the said Order as it relates to obligations and liabilities that the CRO may incur in such capacity. The CRO Charge shall have the priority set out in paragraphs 44 and 45 of the Initial Order *pari passu* with the Directors' Charge.

In the Initial Order, the Court states that:

[1] ON READING the Petition for the Issuance of an Initial Order, the affidavit of Joseph Kolshak filed in support thereof, the Motion for the Issuance of an Amended and Restated Initial Order, the affidavit of Jonathan Solursh filed in support thereof, the Amended Motion for the Issuance of an Amended and Restated Initial Order, the affidavit of Jonathan Solursh in support thereof, and the Motion for an Amendment to the Initial Order and the Affidavit of Joseph Kolshak in support thereof, the whole pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36 (as amended the "CCA") and the exhibits, (collectively, the "Petition"), the consent of FTI Consulting Canada Inc. to act as monitor (the "Monitor"), relying upon the submissions of counsel and being advised that the interested parties, including secured creditors who are likely to be affected by the charges created in the Initial Order, other affected parties and Air Canada were given prior notice of the presentation of the Petition.

In the Initial Order, the Court:

[12] ORDERS that during the Stay Period and except as permitted under subsection 11.03(2) of the CCAA, no Proceeding may be commenced, or continued against any former, present or future director or officer of the Petitioners nor against any person deemed to be a director or an officer of the Petitioners under subsection 11.03(3) of the CCAA (each, a "Director", and collectively the "Directors") in respect of any claim against such Director which arose prior to the Effective Time and which relates to any obligation of the Petitioners where it is alleged that any of the Directors is under any law liable in such capacity for the payment of such obligation;

[30] ORDERS that the Directors of the Petitioners shall be entitled to the benefit of and are hereby granted a charge and security in the Property to the extent of the aggregate amount of \$2,000,000 (the "Directors' Charge"), as security for the indemnity provided in paragraph 29 of the Initial Order as it relates to obligations and liabilities that the Directors may incur in such capacity after the Effective Time. The Directors' Charge shall have the priority set out in paragraphs 44 and 45 of the Initial Order;



[43] DECLARES that the Monitor, the Monitor's legal counsel, the Petitioners' legal counsel and the Petitioners' advisers, counsel to the Third Party Secured Lenders and the Third Party Secured Lenders' advisers, as security for the professional fees and disbursements incurred both before and after the making of the Initial Order and directly related to the Petitioners' insolvency, the Plan and the Restructuring be entitled to the benefit of and are hereby granted a charge and security in the Property to the extent of the aggregate amount of \$3,000,000 (the "Administration Charge"), having the priority established by paragraphs 44 and 45 of the Initial Order;

[44] DECLARES that the priorities of the Administration Charge, the Chief Restructuring Officer's Charge (the "CRO Charge") and the Directors' Charge (collectively, the "CAA Charges"), as between them with respect to any Property to which they apply, shall be as follows:

- a) first, the Administration Charge;
- b) second, the Directors' Charge and the CRO Charge, *pari passu*;

[45] DECLARES that each of the CAA Charges shall rank in priority to any and all other hypothecs, mortgages, liens, security interests, priorities, charges, encumbrances or security of whatever nature or kind including without limitation any deemed trust created under the Pension Benefits Standards Act, 1985 (collectively, the "Encumbrances") affecting those assets situated in Quebec and comprising of the Property charged by such Encumbrances in Quebec, in favour of the following parties:

- a) Aveos Holding Company as regards the hypothecs registered at the Quebec Personal and Movable Real Rights Registry (also known as and hereinafter referred to as the "RDPRM") under numbers

07-0588163-0001 and 09-0091541-0001;

- b) Breof/Belmont Ban L.P., as regards the hypothec registered at the RDPRM under number 09-0054781-0002;

- c) Wells Fargo Bank, National Association as regards the securities assigned to it by Lehman Commercial Paper Inc. by virtue of a Deed of Assignment and Substitution of Fondé de Pouvoir registered at the Land Registry, Registration Division of Montreal, under the number 18 839 585, being:

- (i) the movable hypothec registered at the RDPRM under number

10-0140297-0001;

- (ii) the immovable hypothec registered at the Land Registry, Registration Division of Montreal, under number 16 993 624 against the Immovable more fully described hereinbelow and known as lot

#2280824.6



3 899 344 of the Cadastre of Quebec;

d) Credit Suisse AG, Cayman Islands Branch, as regards the securities assigned to it by Lehman Commercial Paper Inc. by virtue of a Deed of Assignment and Substitution of Fondé de Pouvoir registered at the Land Registry, Registration Division of Montreal, under number of 18 839 586, being:

(i) the movable hypothec registered at the RDPRM under number

10-0140353-0001;

(ii) the immovable hypothec registered at the Land Registry, Registration Division of Montreal, under number 16 993 628 against the Immovable more fully described hereinbelow and known as lot 3 899 344 of the Cadastre of Quebec;

e) any party which has an Encumbrance in favour of it that is subordinate to any of the Encumbrances in favour of the Third Party Secured Lenders.

[46] ORDERS that, except as otherwise expressly provided for in the Initial Order, the Petitioners shall not grant any Encumbrances in or against any Property that rank in priority to, or *pari passu* with, any of the CCAA Charges unless the Petitioners obtain the prior written consent of the Monitor and the Third Party Secured Lenders and the prior approval of the Court; and

[47] DECLARES that each of the CCAA Charges shall attach, as of the Effective Time, to all present and future Property of the Petitioners, notwithstanding any requirement for the consent of any party to any such charge or to comply with any condition precedent.

For the purposes hereof, the following terms shall have the following meanings:

"Petitioners" means Aveos Fleet Performance Inc. / Aveos Performance Aéronautique Inc. and Aero Technical US, Inc.; and

"Property" means the property described under the heading entitled "Biens" above.