

**SUPERIOR COURT
(Commercial Division)**

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: November 22, 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

**REGISTRAR OF THE PERSONAL
AND MOVEABLE REAL RIGHTS
REGISTRY OFFICE**

Mis en cause

TERMINATION AND DISCHARGE ORDER

[1] **ON READING** Petitioners' *Motion for Termination of the CCAA Proceedings and for the Issuance of Other Orders* pursuant to Section 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 Fifteenth Report of the Chief Restructuring Officer and the Twenty-Sixth 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 Termination of the CCAA Proceedings and for the Issuance of Other Orders* (the "**Motion**");

[4] **DECLARES** that all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion, or, otherwise, in the Initial Order dated March 19, 2012, as amended and restated, granted by the Honourable Mark Schragger, j.s.c. in the present matter (the "**Initial Order**");

[5] **DECLARES** that the time for service of the Motion is abridged to the time actually given and that service of the Motion and supporting material is good, valid and sufficient, and any further service thereof is hereby dispensed with;

[6] **ORDERS** and **DECLARES** that, upon the issuance by the Official Receiver of a Certificate of Appointment in respect of the assignment in bankruptcy of Aveos Fleet Performance Inc., the present proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the "**CCAA**") (the "**CCAA Proceedings**") are terminated and discontinued, and the Petitioners are discharged and released from these CCAA Proceedings, including any Orders made therein;

[7] **ORDERS** that the CCAA Charges established in the Initial Order and in the Order issued on March 20, 2012 (the "**CRO Order**"), namely the Directors' Charge, the Administrative Charge and the CRO Charge, are hereby terminated and discharged and shall be released and deleted as charges against the Property effective as of the issuance of this Order;

[8] **ORDERS** the Registrar of the Quebec *Régistre des droits personnels et réels mobiliers* ("RDPRM") to cancel and remove the hypothecs and charges created by the Initial Order and the CRO Order as against all Property of the Petitioners, subject to this Order being final and to payment of the required filing fees; *registered under numbers*

12-042734-0001, 12-042734-0003, 12-042734-0004, 12-0529007-0001, 12-0529007-0002 and 12-0529007-0003

[9] **DECLARES** that all actions of the Monitor and of the Chief Restructuring Officer, Mr. Jonathan Solursh (together with R.el. group inc., the "**CRO**") from the date of their respective appointments to the time of their discharge under this Order are hereby approved, ratified and sanctioned;

[10] **ORDERS** that no action, demand, claim, complaint, or other proceedings shall be commenced or filed against the Monitor or the CRO in any way arising out of or related

to their capacity, decision, actions or conduct, respectively, as Monitor and CRO, except with prior leave of this Court and on prior written notice to the Monitor and the CRO, the whole as provided by the Initial Order and the CRO Order and such further order securing, as security for costs, the full judicial and reasonable extrajudicial costs of the Monitor and the CRO in connection with any proposed action or proceedings as the Court hearing such motion for leave to proceed may deem just and appropriate;

- [11] **ORDERS and DECLARES** that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights, approvals and protections in favour of the Monitor and the CRO pursuant to the Initial Order, the CRO Order or any other Order of this Court in these CCAA Proceedings, the CCAA, or otherwise, all of which are expressly continued and confirmed;
- [12] **ORDERS and DECLARES** that Aveos Fleet Performance Inc. is authorized to file with MNP Ltd. an assignment in bankruptcy within the meaning of the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3;
- [13] **DECLARES** that the CRO is authorized to negotiate and execute any and all documents and take any steps required to effect the assignment in bankruptcy of Aveos Fleet Performance Inc.;
- [14] **ORDERS and DECLARES** that, upon the issuance by the Official Receiver of a Certificate of Appointment in respect of the assignment in bankruptcy of Aveos Fleet Performance Inc., the appointment of the Monitor, FTI Consulting Canada Inc., pursuant to the Initial Order shall be automatically terminated and the Monitor discharged from any further obligations under the Initial Order or any other Order of this Court in the CCAA Proceedings;
- [15] **ORDERS and DECLARES** that, upon the issuance by the Official Receiver of a Certificate of Appointment in respect of the assignment in bankruptcy of Aveos Fleet Performance Inc., the appointment of the CRO shall be automatically terminated and the CRO discharged from any further obligations under the Initial Order, the CRO Order or any other Order of this Court in the CCAA Proceedings;
- [16] **ORDERS and DECLARES** that, notwithstanding any provision of this Order, the termination of the CCAA Proceedings and the discharge of the Monitor and the CRO, the Monitor and the CRO may carry out such functions and duties as may be incidental to the termination of the CCAA Proceedings and the transition to a receivership and/or bankruptcy of the Petitioners pursuant to any further order of this Court or as otherwise required. In carrying out such functions and duties, the Monitor and the CRO shall continue to have the benefit of any and all protections granted in the CCAA Proceedings and nothing contained in this Order shall affect, vary, derogate from or amend any of the protections in favour of the Monitor and the CRO, which protections shall continue to apply in the receivership and bankruptcy proceedings, *mutatis mutandis*.
- [17] **ORDERS** that any and all administrative matters relating to the CCAA Proceedings, which arise following the termination of the CCAA Proceedings and the effective date of appointment of the receiver, may be brought before this Court for determination, advice and direction;

- [18] **ORDERS** that all persons shall cooperate fully with Aveos, the Monitor and the CRO and do all such things that are necessary or desirable for the purposes of giving effect to and in furtherance of the present Order;
- [19] **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 this Order;
- [20] **ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada;
- [21] **ORDERS** the provisional execution of the present Order, notwithstanding any appeal and without the necessity of furnishing any security;
- [22] **THE WHOLE WITHOUT COSTS.**


MARK SCHRAGER, j.s.c.

Hearing date: November 22, 2013

COPIE CONFORME


Greffier adjoint