

No. S-231354
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2022, c. 57, AS AMENDED

AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985, C.C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANWEST AEROSPACE INC. AND CAN WEST GLOBAL AIRPARTS INC.

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE) THE HONOURABLE JUSTICE) December 17, 2024
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ON THE APPLICATION of the FTI Consulting Canada Inc., the Monitor, coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on December 17, 2024 and on hearing Jeffrey D. Bradshaw, counsel for the Monitor, and those other counsels listed in **Schedule "A"** attached hereto; AND UPON READING the materials filed, including the Eighth Report of the Monitor dated December 13, 2024 (the "**Eighth Report**"), the First Affidavit of Colin Brousson, sworn June 20, 2024, and the First Affidavit and Wen-Shih Yang, sworn December 13, 2024;

THIS COURT ORDERS that:

SERVICE

1. The time for service of the Notice of Application dated December 13, 2024, is, to the extent necessary, hereby abridged and validated such that the Notice of Application is properly returnable today without further service or notice.

ACTIVITY AND FEE APPROVAL

2. The activities of the Monitor as summarized in the Eighth Report are hereby approved.
3. The fees and disbursements of the Monitor from March 1, 2023, to August 31, 2024, as set out in the Eighth Report, are hereby approved.
4. The fees and disbursements of DLA Piper (Canada) LLP ("**DLA**"), in its capacity as counsel to the Monitor, from March 16, 2023 to August 31, 2024 and as set out in the Eighth Report, are hereby approved.
5. The fees and disbursements of the Monitor and DLA, estimated not to exceed \$20,000 in aggregate, for the completion of remaining activities in connection with these CCAA proceedings, are hereby approved. If the additional fees and disbursements of the Monitor and DLA exceed this amount, the Monitor shall seek approval of this Court for the amount in excess. For greater certainty, if the additional fees and disbursements incurred by the Monitor and DLA are less than the maximum approved herein, no further action is required by any party to effect the approval of such additional fees and disbursements.

DISCHARGE OF MONITOR

6. Upon the service by the Monitor of the Monitor's Certificate on the Service List, by email, certifying that, to the knowledge of the Monitor, all matters to be attended to in these CCAA proceedings have been completed (the "**Monitor's Discharge Time**"), FTI Consulting Canada Inc. ("**FTI**") shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations, liabilities, or responsibilities as Monitor from and after the CCAA Termination Time, provided that, notwithstanding its discharge as Monitor, FTI shall have the authority to carry out, complete or address any matters in its role as Monitor as are ancillary or incidental to these CCAA proceedings following the Monitor's Discharge Time as may be required.
7. Nothing herein impacts the validity of any Orders made in these CCAA proceedings or any action or steps taken by any by individual, firm, partnership, corporation, governmental body or agency, or any other entity pursuant thereto.
8. The Monitor is hereby directed to file a copy of the Monitor's Certificate with the Court as soon as practicable following service thereof on the Service List.

9. Notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the Monitor's Discharge Time, including in connection with any actions taken by the Monitor following the Monitor's Discharge Time with respect to the Petitioners or these CCAA Proceedings.
10. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court on not less than fifteen (15) days' prior written notice to the Monitor.

RELEASE

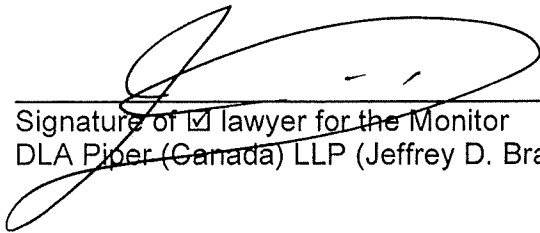
11. FTI (whether in its capacity as Monitor or otherwise) and DLA, and their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") be and are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any action or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of the filing of the Monitor's Certificate in any way relating to, arising out of or in respect of these CCAA Proceedings (the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, with prejudice, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim arising out of gross negligence or willful misconduct on the part of the Released Parties.

GENERAL

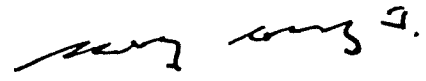

12. The Petitioners or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.
13. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Purchasers, the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order.

14. Endorsement of this Order by counsel appearing on this application other than the counsel for the Monitor is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of lawyer for the Monitor
DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)


BY THE COURT


REGISTRAR

CHECKED


SCHEDULE "A"

List of Counsel

Name of Counsel	Party Representing
JORDAN SCHULTZ	RBC

SCHEDULE "B"
Monitor's Certificate

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MONITOR'S CERTIFICATE

- A. By order made March 4, 2023, this Court appointed FTI Consulting Canada Inc. as monitor (the "**Monitor**") of each of the Petitioners pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-46 (as amended, the "**CCAA**").
- B. Pursuant to an order of the Court dated December 17, 2024 (the "**Termination Order**"), the Court approved the discharge of the Monitor in these proceedings by way of filed Monitor's certificate.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Termination Order.

THE MONITOR HEREBY CERTIFIES the following:

- 1. The Petitioners have confirmed to the Monitor that all matters to be attended to in these CCAA proceedings have been completed.

2. The Monitor is hereby discharged.

This Certificate was delivered by the Monitor at _____ on _____ 2024.

FTI Consulting Canada Inc. in its capacity
as the Monitor of the Petitioners, and not in
its personal capacity:

Per:

Name

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ORDER MADE AFTER APPLICATION

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CDB/day