

**SUPERIOR COURT  
(Commercial Division)**

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: June 26, 2013

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

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***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

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**ORDER APPROVING A THIRD INTERIM DISTRIBUTION**

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- [1] **ON READING** *Petitioners' Amended Motion for Approval of a Third Interim Distribution and to Correct Distribution Orders (the "Motion")* pursuant to Sections 9 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended the "**CCAA**") and Art. 475 of the *Civil Code of Procedure*, the affidavit of Jonathan Solursh filed in support thereof and the Twenty-First 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 and of the *Civil Code of Procedure*;
- [3] **CONSIDERING** the previous distribution orders rendered by this Court on October 24, 2012 (the "**First Interim Distribution Order**") and on February 1, 2013 (the "**Second Interim Distribution Order**");

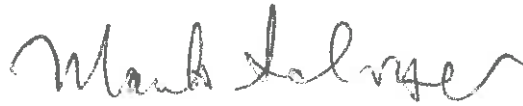
**WHEREFORE, THE COURT:**

- [4] **GRANTS** the *Amended Motion for Approval of a Third Interim Distribution and to Correct Distribution Orders*;
- [5] **DECLARES** that the time for service of the Motion is abridged to the time actually given and service of the Motion and supporting material is good, valid and sufficient, and the service thereof is hereby dispensed with;
- [6] **APPROVES** the interim distribution of an amount of US\$25,000,000 (the "**Third Interim Distribution**") by Petitioners to Credit Suisse AG, Cayman Islands Branch, as Fondé de Pouvoir and Administrative Agent (the "**Agent**") on account of the claim of the Third Party Secured Lenders under the ABL First Lien Credit Agreement and the Take Back Second Lien Credit Agreement (as defined and described in the *Petition for the Issuance of an Initial Order*);
- [7] **AUTHORIZES** the Petitioners, in consultation with the Monitor, to carry out the Third Interim Distribution;

**General Provisions**

- [8] **ORDERS** that nothing in this Order shall prejudice or otherwise affect the rights and remedies of any person under any existing insurance policy;
- [9] **DECLARES** that notwithstanding: (i) these proceedings and any declaration of insolvency made herein, (ii) any petition for a bankruptcy order filed pursuant to the BIA in respect of the Petitioners and any bankruptcy order allowing such petition or any assignment in bankruptcy made or deemed to be made in respect of the Petitioners, (iii) any receivership of the Petitioners, and (iv) the provisions of any federal or provincial statute, the payments or disposition of Property made by the Petitioners pursuant to this order are final and irreversible and shall be binding upon any trustee in bankruptcy or receiver that may be appointed in respect of any of the Petitioners and shall not be void or voidable by creditors of the Petitioners and do not and will not constitute settlements, fraudulent preferences, fraudulent conveyances or other challengeable or reviewable transactions or conduct meriting an oppression remedy under any applicable law;
- [10] **ISSUES** a corrected First Interim Distribution Order and a corrected Second Interim Distribution Order;

- [11] **ORDERS** that the Monitor and the Petitioners may apply to this Court for advice and direction in connection with the discharge or variation of their respective powers and duties under or otherwise in relation to this Order;
- [12] **REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Petitioners, the Monitor, the Directors and the Officers, as may be necessary or desirable to give effect to this Order.
- [13] **THE WHOLE WITHOUT COSTS.**



MARK SCHRAGER, J.S.C.

Hearing date: June 26, 2013

**COPIE CONFORME**



**Greffier adjoint**