

**SUPERIOR COURT
(Commercial Division)**

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: October 24, 2012

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

ORDER APPROVING AN INTERIM DISTRIBUTION

- [1] **ON READING** *Petitioners' Motion for approval of an Interim Distribution (the "Motion")* pursuant to Sections 9 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended the "CCAA"), the affidavit of Jonathan Solursh filed in support thereof, the Sixteenth Report of the Monitor FTI Consulting Canada Inc. and the Eight Report of the Chief Restructuring Officer, 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[2] **SEEING** that Petitioners have withdrawn conclusion [8] of the Motion by amendment at the hearing;

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

WHEREFORE, THE COURT:

[4] **GRANTS** the Motion for approval of an Interim Distribution ("Motion");

[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 U.S.\$12,500,000 (the "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 Interim Distribution;

[8] **ORDERS** the provisional execution of this Order notwithstanding appeal and without the necessity of furnishing security;

General Provisions

[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: a) settlements, fraudulent preferences, fraudulent conveyances or other challengeable or reviewable transactions or conduct meriting an oppression remedy under any applicable law; or b) a distribution of property requiring the Petitioners, the CRO or any officer or director to seek and obtain any certificate or authorization of any nature whatsoever.

[10] **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.


[11] **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 court, 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.

[12] THE WHOLE WITHOUT COSTS.


MARK SCHRAGER, j.s.c.

Hearing date: October 24, 2012

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