

**SUPERIOR COURT  
(Commercial Division)**

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

NO: 500-11-042345-120

DATE: APRIL 5, 2012

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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 AÉRONATIQUE INC.**

and

**AERO TECHNICAL US, INC.**

Insolvent Debtors/Petitioners

and

**FTI CONSULTING CANADA INC.**

Monitor

and

**INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS (IAMAW),**  
Respondent

and

**THE ATTORNEY GENERAL OF CANADA,**

Respondent

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**ORDER FOR DIRECTIONS AND AUTHORIZATIONS PERTAINING TO THE PAYMENT  
OF CERTAIN SUMS TO EMPLOYEES**

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[1] **ON READING** Petitioners' *Motion for directions and authorizations pertaining to the payment of certain sums to employees* pursuant to the Sections 6(5), 11 and 36(7) of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended the "CCAA") and the affidavit of Jonathan Solorsh filed in support thereof, the Second 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] **GIVEN** the provisions of the CCAA;

**WHEREFORE, THE COURT:**

[3] **GRANTS** the Motion for directions and authorizations pertaining to the payment of certain sums to employees;

[4] **DECLARES** that all capitalized terms not otherwise defined in the Motion shall have the meaning ascribed to them 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;

[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] **ORDERS** the Petitioners to pay <sup>on or before April 27, 2012</sup> to their employees and former employees all accrued and unpaid wages in the aggregate and total sum of approximately \$5,800,000, and employer payroll contributions thereon estimated at an additional Four Hundred and Fifty Thousand Dollars (\$450,000), which payments will be subject to the following terms, conditions and modalities;

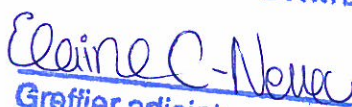
[7] **ORDERS AND DECLARES** that to the extent of a maximum of \$2,000 per employee and former employee, the payments to be made to each employee and former employee of the Petitioners pursuant to this order shall be deemed to constitute the full and final payment due and payable by the Petitioners or by any other person legally bound to make such payments to their employees and former employees pursuant to subsection 6(5) and subsection 36(7) of the CCAA, such that no further priority claims can be asserted by employees and former employees against the Petitioners to the extent of the amount paid to each employee and former employee pursuant to this Order;

[8] **ORDERS AND DECLARES** that to the extent of a maximum of \$2,000 per employee and former employee, the payments to be made to each employee and former employee of the Petitioners pursuant to this order shall be deemed as a payment for the purposes of the priorities contemplated at section 81.3 and 81.4 of the BIA, such that said priorities will be deemed to have been discharged in the event a bankruptcy or receivership of the Petitioners, such that no further priority claims can be asserted by employees and former employees against the Petitioners or by any other person legally bound to make such payments to the extent of the amount paid to each employee and former employee pursuant to this Order;

- [9] **ORDERS AND DECLARES** that in the event that employees and former employees or any other Person by subrogation become entitled to assert claims as a result of a receivership or bankruptcy of the Petitioners, they will not be entitled to, or subrogated in, any priority claims against the Property of the Petitioners in respect of any employee and former employee who receives payment in accordance with this order up to maximum of \$2000, except any priority claims of employees and former employees remaining after payment of the Proposed Payments, to the extent that such employees and former employees have not exhausted the maximum \$2,000 limit of priority in respect of their claims after application of the payments received pursuant to this order;
- [10] **DECLARES** that notwithstanding: (i) these proceedings and any declaration of insolvency made herein, (ii) any petition for a receiving order filed pursuant to the BIA in respect of the Petitioners and any receiving 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, 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;
- [11] **DECLARES** that payments to be made pursuant to this order shall be valid and enforceable and have full effect as to the priorities applicable as against all Property of the Petitioners and opposable to all Persons, including, without limitation, any trustee in bankruptcy, receiver, receiver and manager or interim receiver of the Petitioners and the Attorney General of Canada, for all purposes;
- [12] **DECLARES** that, except as otherwise provided herein, this order will not prejudice the rights, recourses and remedies of the employees and former employees against the Petitioners' former directors and any insurers.
- [13] **THE WHOLE WITHOUT COSTS.**

  
MARK SCHRAGER, j.s.c.

Hearing date: April 5, 2012

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**Greffier adjoint**