

**ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST**

THE HONOURABLE) FRIDAY, THE 22ND DAY
)
JUSTICE MORAWETZ) DAY OF JANUARY, 2010

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

**AND IN THE MATTER OF JAMES ROBERT TUCKER, RICHARD HEIS AND
ALLAN WATSON GRAHAM OF KPMG LLP, AS JOINT ADMINISTRATORS**

Applicants

**AND IN THE MATTER OF AERO INVENTORY (UK) LIMITED
And AERO INVENTORY PLC**

Respondents

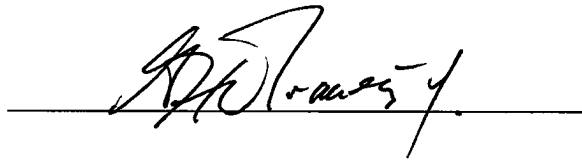
**UNDER SECTIONS 46 AND FOLLOWING OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**ORDER
(JANUARY 22, 2010)**

THIS MOTION, made by the Applicants for an Order pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36. as amended (the "CCAA") temporarily lifting the stay in these proceedings and granting leave to file an assignment in bankruptcy was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the motion record of the Applicants dated January 19, 2010 and on hearing the submissions of the lawyers for the Applicants, Air Canada and Aveos Fleet Performance Inc., no one appearing for any other party although duly served as appears from the affidavit of service of Mansoor Khalifa sworn January 19, 2010,

1. THIS COURT ORDERS that the time for service of the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that leave be granted to the Applicants and they hereby be authorized to issue and file an assignment in bankruptcy for Aero Inventory (UK) Limited and Aero Inventory plc, and that the stay granted by this Court on November 11, 2009 be temporarily lifted for such purpose.
3. THIS COURT ORDERS that the stay shall be restored immediately following such filing.

A handwritten signature in black ink, appearing to be "J. P. [unclear]", is written over a solid horizontal line. The signature is cursive and somewhat stylized.

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

Court File No: 09-CL-8456-00CL

AND IN THE MATTER OF JAMES ROBERT TUCKER, RICHARD HEIS AND ALLAN WATSON GRAHAM OF KPMG AS JOINT ADMINISTRATORS

AND IN THE MATTER OF AERO INVENTORY (UK) LIMITED AND AERO INVENTORY PLC

**ONTARIO
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Proceeding commenced at Toronto

ORDER

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