

Tab 10

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) WEDNESDAY, THE 11th DAY
JUSTICE)
) OF NOVEMBER, 2009

**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

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

**ORDER
(November 11, 2009)**

THIS APPLICATION, made by James Robert Tucker, Richard Heis and Allan Watson Graham of KPMG LLP, in their capacity as the foreign representatives (the "**Foreign Representatives**") for an Order substantially in the form enclosed in the Application Record was heard this day, at Toronto, Ontario;

ON:

- (i) reading the Notice of Application, the witness statement of Collin Lee Trupp, and the Report of KPMG Inc. dated November 10, 2009; and
- (ii) being provided with certified copies of the application to, and orders of, the High Court of Justice (Chancery Division, Companies Court) (the

“**English Court**”) dated November 11, 2009 commencing the administration proceedings in the United Kingdom in respect of each of Aero Inventory (UK) Limited and Aero Inventory plc (the “**Foreign Debtors**”) and authorizing the Foreign Representatives to act in the capacity of foreign representatives;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged so that this Application is properly returnable today and hereby dispenses with further service thereof.

RECOGNITION OF THE UNITED KINGDOM PROCEEDING

2. **THIS COURT ORDERS** that the proceedings commenced by the Foreign Debtors in the United Kingdom for protection under the *Insolvency Act* 1986 (the “**Foreign Proceedings**”) be and are hereby recognized as a “foreign main proceeding” for the purposes of section 47 of the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the “**CCAA**”).

3. **THIS COURT ORDERS** that the Foreign Representatives be and are hereby recognized as “foreign representatives” as defined in section 45 of the CCAA.

4. **THIS COURT ORDERS** that the orders made by the English Court on November 11, 2009 and attached as Schedule “A” hereto are hereby recognized and enforced pursuant to section 49 of the CCAA.

STAY OF PROCEEDINGS

5. **THIS COURT ORDERS** from this date and until such date as this Court may further order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Foreign Debtors, the Foreign Representatives, or affecting the business or the property of the Foreign Debtors (the “**Business**” and the “**Property**”, respectively), except with the written consent of the Foreign Debtors and the Foreign Representatives, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Foreign Debtors or the

Foreign Representatives or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

6. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Foreign Debtors or the Foreign Representatives, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Foreign Debtors and the Foreign Representatives, or leave of this Court, provided that nothing in this Order shall (i) empower the Foreign Debtors to carry on any business which the Foreign Debtors are not lawfully entitled to carry on, (ii) exempt the Foreign Debtors from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

7. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Foreign Debtors, except with the written consent of the Foreign Debtors and the Foreign Representatives, or leave of this Court.

8. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Foreign Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Foreign Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Foreign Debtors or the Foreign Representatives, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Foreign Debtors in accordance with normal payment practices of the Foreign Debtors or such

other practices as may be agreed upon by the supplier or service provider and the Foreign Representatives, or as may be ordered by this Court.

9. **THIS COURT ORDERS** that, notwithstanding anything else contained herein, no creditor of the Foreign Debtors shall be under any obligation after the making of this Order to advance or re-advance any monies or otherwise extend any credit to the Foreign Debtors.

10. **THIS COURT ORDERS** that the determination and enforcement of any Person's rights of set-off from and after the effective time of this Order shall be stayed pending further order of this Court and any new purchases of goods from the Foreign Debtors under existing supply contracts or otherwise from and after the effective time of this Order shall be paid by the customers on terms acceptable to the Foreign Representatives without counterclaim or deduction.

NO INTERFERENCE WITH RIGHTS

11. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Foreign Debtors, except with the written consent of the Foreign Representatives and the Foreign Debtors, or leave of this Court.

INFORMATION OFFICER

12. **THIS COURT ORDERS** that:

- (a) KPMG Inc. be and is hereby appointed as information officer (in such capacity, the "**Information Officer**");
- (b) The Information Officer be and is hereby authorized and empowered, but not obligated, to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may require;
- (c) The Information Officer be and is hereby authorized and empowered to respond to reasonable requests for information from stakeholders;

- (d) The Information Officer shall deliver to the Court a report at least once every three (3) months outlining the status of these proceedings, the Foreign Proceedings and such other information as the Information Officer believes to be material; and
- (e) The Foreign Representatives and the Information Officer shall incur no liability or obligation as a result of the appointment of the Information Officer or the fulfillment of the duties of the Information Officer in carrying out the provisions of this Order and no action or other proceedings shall be commenced against the Foreign Representatives or the Information Officer for the fulfillment of the duties of the Information Officer, except with prior leave of this Court obtained on not less than seven (7) days notice to the Information Officer and the Foreign Representatives.

AID AND ASSISTANCE OF OTHER COURTS

13. **THIS COURT REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or territory of Canada or any court or any judicial, regulatory or administrative body of the United Kingdom and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this order.

GENERAL PROVISIONS

14. **THIS COURT ORDERS** that the Information Officer or the Foreign Representatives may apply to this Court for advice and direction in connection with the discharge or variation of their powers and duties under this order;

15. **THIS COURT ORDERS** that nothing in this Order shall prevent the Foreign Representatives or the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Foreign Debtors, the Business or the Property.

16. **THIS COURT ORDERS** that each of the Foreign Representatives, the Foreign Debtors and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that the Foreign Representatives shall publish a notice as required by subsection 53(b) of the CCAA in the Globe and Mail (national edition) and La Presse for one (1) day in two (2) consecutive weeks without delay following the issuance of this Order.

18. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order, any interested person may apply to this Court to vary or rescind this Order or seek other relief upon four (4) days notice to the Foreign Representatives, and their counsel, and to the Foreign Debtors, and their counsel, and to any other party likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

19. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard Time on the date of this Order

SCHEDULE "A"

Please see attached

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

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Proceeding commenced at Toronto

**ORDER
(November 11, 2009)**

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APPLICATION RECORD
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