

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

THE HONOURABLE MR. ) TUESDAY, THE 19<sup>TH</sup> DAY  
JUSTICE FARLEY ) OF APRIL, 2005

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



AND IN THE MATTER OF SECTION 191 OF THE *CANADA BUSINESS  
CORPORATIONS ACT, R.S.C. 1985, c. C-44, AS AMENDED*

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF AIR CANADA AND THOSE  
SUBSIDIARIES LISTED ON SCHEDULE "A"

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

**ORDER**

**THIS MOTION**, made by Air Canada and those subsidiaries listed on Schedule "A" (collectively and together with Air Canada, the "Applicants") and the Monitor for an order authorizing the Monitor to deliver ACE Shares to Klein Lyons in trust in satisfaction of Interline Travel Claims (as herein defined) was heard this day, at 393 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the Affidavit of Glenn Zacher, sworn April 14, 2005, and on hearing counsel for the Applicants, the Monitor, Klein Lyons and Factor 60/70 Executive Committee.

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged and that the motion is properly returnable today and service on any interested party other than those parties served is hereby dispensed with.
2. **THIS COURT ORDERS** that any defined term not defined herein shall have the meaning ascribed to such term in the Consolidated Plan of Reorganization, Compromise and Amendment dated July 12, 2004, as amended on August 16, 2004 (the "Plan").
3. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to deliver the aggregate ACE Shares which will be due to the Interline Travel claimants in respect of Claim Nos. 1-006 334, 1-006 337, 1-006 340, 1-006 345 and 1-006 364 (collectively, the "Interline Travel Claims"), in accordance with the settlement agreement attached as Exhibit "A" to the Affidavit of Glenn Zacher, to Klein Lyons in trust, and the terms of the Plan.
4. **THIS COURT ORDERS** that the obligations of the Applicants and the Monitor under the Plan in respect of the Interline Travel Claims shall be fully satisfied and discharged upon delivery of the ACE Shares as outlined in paragraph 3 hereof.
5. **THIS COURT ORDERS** that Klein Lyons is authorized and directed to deal with the ACE Shares in accordance with the Minutes of Settlement filed between (i) Klein Lyons/Hanson Wirsig Matheos law firms and (ii) Factor 60/70 Executive Committee.
6. **THIS COURT ORDERS** that to assist in the distribution of proceeds to the underlying Factor 60/70 Claimants, Air Canada shall provide to its counsel, Klein Lyons and Ratcliff & Co. a list of the Factor 60/70 Claimants and Andrews class members including names and most recent address information in Air Canada's

books and records. The information shall remain confidential and shall not be released or utilized otherwise than as necessary to implement the distribution of proceeds. The information shall be returned to Air Canada or destroyed upon completed of the distribution.



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JOSEPH P. VAN TASSEL  
REGISTRAR

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

MAY 02 2005

PER/PAR



## SCHEDULE "A"

3838722 Canada Inc.

Air Canada Capital Ltd.

Jazz Air Inc.

Manoir Int'l Finance Inc.

Simco Leasing Ltd.

Wingco Leasing Inc.

Zip Air Inc.

IN THE MATTER OF A PLAN OF COMPROMISE  
AND ARRANGEMENT OF AIR CANADA et al.  
under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

Court File No: 03-CL-4932

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

Proceeding commenced at Toronto

**ORDER**

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