

BILL OF SALE

TO: SKYSERVICE AIRLINES INC.

RE: HANGAR 6, DERRY ROAD EAST, MISSISSAUGA, ONTARIO


In consideration of the payment of a purchase price of Two Million, Eight Hundred and Twenty Thousand (\$2,820,000.00) plus GST and other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), the undersigned hereby transfers and sets over to Skyservice Airlines Inc. ("Airlines") as of October 18, 2005, the following assets (collectively, the "Assets"):

- (a) all right, title and interest of the undersigned in the building known as Hangar 6 ("Hangar 6") erected on a part of the lands legally described as Part 9, Land Registrar's Compiled Plan 1006, designated as Part 2 on Reference Plan 43R-11367, City of Mississauga, Regional Municipality of Peel (the "Ground Leased Lands"), which interest constitutes a leasehold interest in respect of Hangar 6 and is subject to: (i) the reversionary interest of the undersigned in Hangar 6 upon termination of the sublease between the undersigned and Airlines with respect to the underlying lands upon which Hangar 6 is situated; and (ii) the reversionary interest of the Greater Toronto Airport Authority ("GTAA") in Hangar 6 upon termination of the ground lease between Airlines and the GTAA of the underlying lands upon which Hangar 6 is situated;
- (b) the interest of the undersigned in any chattels, equipment and fixtures situated in or on Hangar 6 (the "Chattels and Fixtures"); and
- (c) the interest of the undersigned in all guarantees, warranties and indemnities, if any, with respect to Hangar 6 and/or the Chattels and Fixtures.

The undersigned hereby warrants that, subject to the reversionary interests in Hangar 6 described in paragraph (a) above, it has the right to sell and transfer its said right, title and interest in the Assets to Airlines and no other person, firm or corporation has any interest whatsoever in the assets or any claim, lien or charge thereon.

Dated this 18th day of October, 2005.

SKY SERVICE F.B.O. INC.

Per: 

Name: Philippe Crevier

Office: President of C.O.O.

I have authority to bind the Corporation.