

IN THE MATTER OF THE RECEIVERSHIP OF SKYSERVICE AIRLINES INC.

BETWEEN:

THOMAS COOK CANADA INC.

- and -

SKYSERVICE AIRLINES INC.

16 JUNE 2010

Court File No. CV-10-8647-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding Commenced at Toronto

MOTION RECORD

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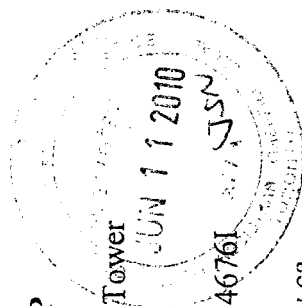
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#1395637



The 16, 2010

The note was not approved. The record supports the requested relief - respect of the Transaction entitling by the defendant services Agreement. I am satisfied that the requested relief is appropriate and in order. I shall issue in the form prescribed, which includes a power of attorney B in order to seal the same. I have been satisfied that it contains an affidavit of a member and with respect to the agreement of the Stacking Horse Agent and related branch.

counsel to the Receiver advised that the Receiver was satisfied that this form of transaction was appropriate in the circumstances insofar as (i) the ~~total~~ net proceeds to the Estate reflected a 2% Breach Fee and a 1.5% commission which at a total of 4.5% was consistent with other transactions of this type (ii) the process involving the Stalling Horse purchase was expected to be included in less time than a conventional buyer and (iii) the Stalling Horse purchase had already completed due diligence on the property. The Receiver will file a supplementary report to support the statements of counsel.

Based on these representations I am satisfied that the requested relief in request of the Foster property should be granted. Receiver authorized to enter into Stalling Horse Agreement and approval of Breach Fee granted.

An old shell issue = the form
presented.

[Signature]