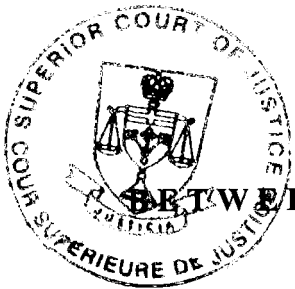


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) TUESDAY, THE 27th DAY
)
JUSTICE MORAWETZ) OF JULY, 2010



**IN THE MATTER OF THE RECEIVERSHIP OF
SKYSERVICE AIRLINES INC.**

BETWEEN:

THOMAS COOK CANADA INC.

Applicant

- and -

SKYSERVICE AIRLINES INC.

Respondent

LTU SETTLEMENT ORDER

THIS MOTION, made by FTI Consulting Canada Inc. in its capacity as court-appointed receiver (the "Receiver") of the undertaking, property and assets of Skyservice Airlines Inc. ("Skyservice") for an order approving the settlement agreement made as of July 14, 2010 among Wells Fargo Bank Northwest, National Association (the "Head Lessor"), LTU Lufttransport-Unternehmen GmbH (the "Sublessee"), Aircastle Limited ("Aircastle"), Skyservice and the Receiver (the "LTU Settlement Agreement"), appended to the Fourth Report of the Receiver dated July 20, 2010 (the "Fourth Report"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report and on hearing the submissions of counsel for the Receiver, counsel for the Head Lessor and Aircastle and counsel for the Sublessee, no one

appearing for any other person on the service list, although properly served as appears from the affidavit of Maria Basurto sworn July 20, 2010 filed:

1. THIS COURT ORDERS that the motion is properly returnable July 27, 2010, service of the motion record as described in the Affidavit of Maria Basurto is validated and further service is dispensed with.

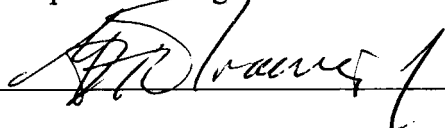
2. THIS COURT ORDERS that the terms of settlement contemplated in the LTU Settlement Agreement (the "**Settlement**") are hereby approved, the Receiver is hereby authorized to enter into the LTU Settlement Agreement on its own behalf and for and on behalf of Skyservice, and the Receiver is hereby authorized and directed to take such additional steps and to execute such additional documents, on its own behalf and on behalf of Skyservice, as may be necessary or desirable to give effect to the Settlement.

3. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Skyservice and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Skyservice;

the Settlement and the LTU Settlement Agreement shall be binding on Skyservice and any trustee in bankruptcy that may be appointed in respect of Skyservice and shall not be void or voidable by creditors of Skyservice, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

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



JUL 27 2010

PER / PAR: 

IN THE MATTER OF THE RECEIVERSHIP OF SKYSERVICE AIRLINES INC.

BETWEEN:

THOMAS COOK CANADA INC.

- and -
SKYSERVICE AIRLINES INC.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding Commenced at Toronto

LTU SETTLEMENT ORDER

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