

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.**
of the City of Toronto, in the Province of Ontario

MOTION RECORD
(Motion returnable March 29, 2012)

March 28, 2012

FRASER MILNER CASGRAIN LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

Dan Dowdall
LSUC No: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich
LSUC No. 49302U
Telephone: 416 863-4467
Facsimile: 416-863-4592
E-mail: jane.dietrich@fmc-law.com

Kate H. Stigler
LSUC No: 53858S
Telephone: 416-862-3482
Facsimile: 416-863-4592
E-mail: kate.stigler@fmc-law.com

SERVICE LIST

TO: OSLER, HOSKIN & HARCOURT LLP
P.O. Box 50
1 First Canadian Place
Toronto, ON M5X 1B8

John MacDonald
Tel: 416-862-5672
E-mail: jmacdonald@osler.com

Mary Paterson
Tel: 416-862-4924
E-mail: mpaterson@osler.com

Steven Golick
Tel: 416-862-6704
E-mail: sgolick@osler.com
Fax: 416-862-6666

Lawyers for the Applicant, Thomas Cook Canada, Ltd.

AND TO: BENNETT JONES LLP
One First Canadian Place
Suite 3400
100 King Street West, P.O. Box 130
Toronto, ON M5K 1A4

Mark S. Laugesen
Tel: 416-777-4802
E-mail: laugesenm@bennettjones.ca

Fax: 416-863-1716

Lawyers for Gibralt Capital Corporation

AND TO: HEENAN BLAIKIE LLP
Bay Adelaide Centre
P.O. Box 2900
333 Bay Street, Suite 2900
Toronto, ON M5H 2T4

J. Scott Martyn
Tel: 416-777-4827

E-mail: smartyn@heenan.ca

Fax: 416-863-1716

Lawyers for Millard Air

AND TO: BLAKE, CASSELS & GRAYDON LLP
199 Bay Street
Suite 2800, Commerce Court West
Toronto ON M5L 1A9

Linc Rogers

Tel: 416-863-4168

E-mail: linc.rogers@blakes.com

Steven J. Weisz

Tel: 416-863-2616

E-mail: steven.weisz@blakes.com

Christopher Burr

Tel: 416-863-3301

E-mail: chris.burr@blakes.com

Cathy Beagan Flood

Tel: 416-863-2269

E-mail: cbe@blakes.com

Nathan Cheifetz

Tel: 416-863-2969

E-mail: nathan.cheifetz@blakes.com

Fax: 416-863-2653

Lawyers for Sunwing Tours Inc. and Thomson Airways Limited

AND TO: BLAKE, CASSELS & GRAYDON LLP
199 Bay Street
Suite 2800, Commerce Court West
Toronto ON M5L 1A9

Pamela L. J. Huff

Tel: 416-863-2858

E-mail: pamela.huff@blakes.com

Fax: 416-863-2653

Lawyers for C.I.T. Leasing Corporation

AND TO: KOSKIE MINSKY LLP
Suite 900-20 Queen Street West
Toronto, ON M5H 3R3

Demetrios Yiokaris
Tel: 416-595-2130
E-mail: dyiokaris@kmlaw.ca

Fax: 416-204-2810

Lawyers for Skyservice Cabin Crew Association

AND TO: BLAKE, CASSELS & GRAYDON LLP
199 Bay Street
Suite 2800, Commerce Court West
Toronto ON M5L 1A9

Donald Gray
Tel: 416-863-2750
E-mail: donald.gray@blakes.com

Auriol Marasco
Tel: 416-863-2788
E-mail: auriol.marasco@blakes.com

Fax: 416-863-2653

Lawyers for AerCo Limited/AerCap Ireland Limited, GE Commercial Aviation Services, Limited, Celestial Aviation Trading 23 Limited, Jetscape, Inc., IAI V, Inc., Mitsubishi Corporation, MCAP Europe Limited and ORIX Aviation Systems Limited

AND TO: GOWLING LAFLEUR HENDERSON LLP
1 First Canadian Place
100 King Street West
Suite 1600
Toronto, ON M5X 1G5

Clifton P. Prophet
Tel: 416-862-3509
E-mail: clifton.prophet@gowlings.com

Patrick Shea
Tel: 416-369-7399
E-mail: patrick.shea@gowlings.com

Frank Lamie
Tel: 416-862-3609
E-mail: frank.lamie@gowlings.com

Fax: 416-862-7661

Lawyers for NAV CANADA

AND TO: OSLER, HOSKIN & HARCOURT LLP
P.O. Box 50
1 First Canadian Place
Toronto, ON M5X 1B8

Rupert H. Chartrand
Tel: 416-862-6575
E-mail: rchartrand@osler.com

Shawn Irving
Tel: 416-862-4733
E-mail: sirving@osler.com

Allan Coleman
Tel: 416-862-4941
E-mail: acoleman@osler.com

Fax: 416-862-6666

*Lawyers for Greater Toronto Airports Authority and Ottawa MacDonal-
Cartier International Airport Authority*

AND TO: FRASER MILNER CASGRAIN LLP
20th Floor
250 Howe Street
Vancouver, BC V6C 3R8

Colin M. Emslie
Tel: 604-622-5160
E-mail: colin.emslie@fmc-law.com

Fax: 604-683-5214

R. Shayne Kukulowicz
Tel: 416-863-4740
E-mail: shayne.kukulowicz@fmc-law.com

Jarvis H. Hetu
Tel: 416-862-3460

E-mail: jarvis.hetu@fmc-law.com

Fax: 416-863-4592

Lawyers for HSBC Bank Canada

AND TO: CALEYWRAY
1600-65 Queen Street West,
Toronto, ON M5H 2M5

Jesse B. Kugler
Tel: 416-775-4677
E-mail: kuglerj@caleywrap.com

Fax: 416-366-3293

Solicitor's for SkyCap, Union representing company's pilots

AND TO: CALEYWRAY
1600-65 Queen Street West,
Toronto, ON M5H 2M5

Denis Ellickson
Tel: 416-775-4678
Email: ellicksond@caleywrap.com

Fax: 416-366-3293

Solicitors for Canadian Airlines Dispatchers' Association

AND TO: AIKINS, MACAULAY & THORVALDSON LLP
30th Floor
360 Main Street
Winnipeg, Manitoba R3C 4G1

JJ Burnell
Tel: 204-957-4663
E-mail: jjbb@aikins.com

Fax: 204-957-4285

Allan F. Foran
Tel: 204-957-4664
Email: aff@aikins.com

Fax: 204-957-4240

CHAITONS LLP
5000 Yonge St.
Toronto, ON M2N 7E9

Harvey Chaiton
Tel: 416-218-1129
E-mail: harvey@chaitons.com

Fax: 416-218-1849

Doug Bourassa
Tel: 416-218-1145
E-mail: doug@chaitons.com

Fax: 416-218-1845

Lawyers for Winnipeg Airports Authority

AND TO: GOODMAN'S LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

John Keefe
Tel: 416-597-4268
E-mail: jkeefe@goodmans.ca

Julie Rosenthal
Tel: 416-597-4259
E-mail: jrosenthal@goodmans.ca

Fax: 416-979-1234

Lawyers for Skyservice Investments Inc. and Ron Patmore, in his capacity as a representative of the former minority shareholders of Skyservice Airlines Inc.

AND TO: MCCARTHY TÉTRAULT LLP
66 Wellington Street West
Suite 5300, TD Bank Tower
Toronto Dominion Centre
Toronto, ON M5K 1E6

James Gage
Tel: 416-601-7539
E-mail: jgage@mccarthy.ca

Geoff Hall

Tel: 416-601-7856

E-mail: ghall@mccarthy.ca

Heather Meredith

Tel: 416-601-8342

E-mail: hmeredith@mccarthy.ca

Fax: 416-868-0673

*Lawyers for FTI Consulting Inc.***AND TO:****FTI CONSULTING INC.**

TD Waterhouse Tower, Suite 2010

79 Wellington Street

Toronto, ON M5K 1G8

Nigel D. Meakin

Tel: 416-649-8065

E-mail: nigel.meakin@fticonsulting.com

Jamie Engen

E-mail: jamie.engen@fticonsulting.com

Jodi Porepa

E-mail: jodi.porepa@fticonsulting.com

Fax: 416-649-8101

*Appointed Receiver of Skyservice Airlines Inc.***AND TO:****CAW-CANADA**

205 Placer Court

Toronto ON M2H 2H9

Lewis Gottheil

Tel: 416-495-3776

E-mail: lewis.gottheil@caw.ca

Farah Baloo

Tel: 416-718-8476

E-mail: farah.baloo@caw.ca

Fax: 416-495-3786

Lawyers for National Automobile, Aerospace, Transportation and General Workers Union of Canada (CAW-Canada) and its Local 2002

AND TO: FRASER MILNER CASGRAIN LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto ON M5K 0A1

Daniel R. Dowdall
Tel: 416-863-4700
E-mail: dan.dowdall@fmc-law.com

Jane O. Dietrich
Tel: 416-863-4467
E-mail: jane.dietrich@fmc-law.com

Kate Stigler
Tel: 416-862-3482
E-mail: kate.stigler@fmc-law.com

Fax: 416-863-4592

Lawyers for International Lease Finance Corporation

AND TO: MINDEN GROSS LLP
145 King Street West, Suite 2200
Toronto ON M5H 4G2

Timothy R. Dunn
Tel: 416-369-4335
E-mail: tdunn@mindengross.com

Fax: 416-864-9223

Lawyers for AeroMechanical Services Ltd.

AND TO: WOOLGAR VANWIECHEN KETCHESON DUCOFFE LLP
70 The Esplanade, Suite 401
Toronto ON M5E 1R2

Christopher J. Cosgriffe
Tel: 416-867-1666
E-mail: ccosgriffe@woolvan.com

Fax: 416-867-1434

Lawyers for Lutex Leasing Inc.

AND TO: SITA
 1 London Gate
 252-254 Blyth Road
 Hayes, Middlesex
 UB3 1BW
 United Kingdom

Sean Stevenson, Group Credit Control Manager
 Tel: +44 (0) 208 756 8350
 Email: sean.stevenson@sita.aero

SITA
 770 Sherbrooke Street West
 Suite 1600
 Montreal, Quebec H3A 1G1

Diana Tomassetti, Legal Officer
 Tel: +1 (514) 982-3502
 E-mail: diana.tomassetti@sita.aero

Fax: +1 (514) 982-3592

AND TO: FASKEN MARTINEAU DUMOULIN LLP
 333 Bay Street, Suite 2400
 Bay Adelaide Centre, Box 20
 Toronto, ON M5H 2T6

Stuart Brotman
 Tel: 416-865-5419
 E-mail: sbrotman@fasken.com

Fax: 416 364-7813

Lawyers for LTU

**AND TO: HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF
 ONTARIO AS REPRESENTED BY THE MINISTER OF FINANCE**
 33 King Street West, 6th Floor,
 PO Box 620
 Oshawa, ON L1H 8E9

Kevin J. O'Hara
 E-mail: kevin.ohara@ontario.ca

Ministry of Finance

AND TO: DEPARTMENT OF JUSTICE ONTARIO REGIONAL OFFICE

PO Box 36, Exchange Tower
3400-130 King Street West
Toronto, ON M5X 1K6

Diane Winters

Tel: 416.973.3172

Email: diane.winters@justice.gc.ca

Fax: 416.973.0810

*Department of Justice***AND TO: MINISTRY OF REVENUE**

Revenue Collections Branch
Insolvency Unit
33 King St. West
PO Box 627
Oshawa ON L1H 8H5

L. Parent – Insolvency Officer

Tel: 1-866-668-8297 ext: 18562

E-mail: larry.parent@fin.gov.on.ca

Fax: 905-436-4524

AND TO: BLANEY MCMURTRY LLP

2 Queen Street East, Suite 1500
Toronto ON M5C 3G5

Lou Brzezinski

Tel: 416-593-2952

E-mail: lbrzezinski@blaney.com

Fax: 416-593-5437

*Lawyers for Quiettouch Inc.***AND TO: HEICO CORPORATION**

825 Brickell Bay Drive
Suite 1644
Miami, FL 33131

Joseph W. Pallot

Tel: (305) 374-1745 / (954) 744-7576

E-mail: jpallot@heico.com

Fax: (305) 374-6742

Counsel for Prime Air LLC

AND TO: STEWART MCKELVEY
Suite 900
Purdy's Wharf Tower 1
1959 Upper Water Street
P.O. Box 997
Halifax NS B3J 2X2

Maurice P. Chiasson
Tel: 902.420.3200 / 902.420.3300
E-mail: mchiasson@smss.com

Fax: 902.496.6176

Counsel for STS

AND TO: ARINC INCORPORATED
2551 Riva Rd
Annapolis, MD 21401
USA

Richard Schwappach
Tel: 410-266-2108
E-mail: rschwapp@arinc.com

Fax: 410-573-3278

AND TO: CONTINENTAL TRAVEL & TOURS LIMITED
Av. Abraham Lincoln 960
Santo Domingo, Santo Domingo 1083
Dominican Republic

Cristina Nicolas
Tel: (809) 562-9606
E-mail: cnicolas@ctt.com.do

AND TO: NASSAU FLIGHT SERVICES
Nassau Intl Airport
Nassau, NP AP59203
Bahamas

Ian Mortemore
Tel: 242-377-8339

Cell: 242-557-5298
E-mail: imortemore@nassauflightservices.com

Fax: 242-377-5239

AND TO: PETER SCHIRMAIER
86 Coloniale Way
Beaumont, Alberta T4X 1M3
Canada
Tel: 780-929-6711
E-mail: bigjetmech@shaw.ca

AND TO: SAI FUN CO
1480 Britannia Road West
Mississauga, ON L5V 2K4
Canada
Tel: 416-722-1392
E-mail: saifunso@hotmail.com

AND TO: STEPHANIE BEATTIE
13 Denby
Port Dover, ON N0A 1N4
Canada

Stephanie Beattie
Tel: 519-583-0321
E-mail: steffbt@yahoo.com

AND TO: TALISMAN MOVING SERVICES INC.
C12 - 1515 Matheson Blvd E
Mississauga, ON L4W 2P5
Canada

Ed Hodge
Tel: 905-290-9344
E-mail: talisman@rogers.com
Fax: 905-624-4711

AND TO: UNITED STATES OF AMERICA
1100 L St. NW
Room 11002
Washington, DC 20005
USA

Office of Foreign Litigation
Tel: 202-514-7455
E-mail: jonathan.welch@usdoj.gov

Fax: 202-514-6584

AND TO: FASKEN MARTINEAU DUMOULIN LLP
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

Edmond F.B. Lamek
Tel: 416-863-4506
Email: elamek@fasken.com

Fax: 416-364-7813

Lawyers for Air Transat

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.**
of the City of Toronto, in the Province of Ontario

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

B E T W E E N:

THOMAS COOK CANADA INC.

Applicant

-and-

SKYSERVICE AIRLINES INC.

Respondent

INDEX

Document

Tab

Notice of Motion dated March 28, 2012	1
Draft Substituted Applicant Order	A
Draft Bankruptcy Order	B
Affidavit of Margaret L. Epstein	2
Exhibit "A" –Application for a Bankruptcy Order	A

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.**
of the City of Toronto, in the Province of Ontario

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

B E T W E E N:

THOMAS COOK CANADA INC.

Applicant

-and-

SKYSERVICE AIRLINES INC.

Respondent

**NOTICE OF MOTION
(returnable March 29, 2012)**

International Lease Finance Corporation (“ILFC”) of the City of Los Angeles, in the Country of the United States of America, will make a motion before a Judge presiding over the Commercial List on March 29, 2012 at 9:30 a.m. in the morning or as soon after that time as the motion can be heard, at 330 University Avenue, in the City of Toronto.

PROPOSED METHOD OF HEARING

The motion will be heard orally.

THE MOTION IS FOR:

1. an order substantially in the form of draft order attached hereto as Schedule “A”, *inter alia*:
 - (a) abridging and validating the timing and method of service of this Notice of Motion so that this Motion is properly returnable;
 - (b) removing Sunwing Tours Inc. (now Sunwing Vacations) (“**Sunwing**”) and Thomson Airways Limited (“**Thomson**”) as co-applicant creditors in the bankruptcy application brought against Skyservice Airlines Inc. (“**Skyservice**”) on June 16, 2010 (the “**Application**”) and substituting in ILFC as applicant creditor in the Application, pursuant to section 43(13) of the *Bankruptcy and Insolvency Act*, (the “**BIA**”); and
 - (c) to the extent necessary, lifting the stay of proceedings in the receivership proceedings of Skyservice, provided for in the order of the Honourable Mr. Justice Gans dated March 31, 2010, to permit the within mentioned relief.
2. an order substantially in the form of draft order attached hereto as Schedule “B”, *inter alia*:
 - (a) adjudging Skyservice bankrupt and appointing FTI Consulting Canada Inc. as trustee of the estate of the said bankrupt; and
 - (b) ordering that the costs of ILFC of and incidental to this Application and this Order be paid to ILFC out of the assets of the bankrupt upon taxation thereof.
3. such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. On June 16, 2010, Sunwing brought the Application against Skyservice;
2. On June 30, 2010, the Application was amended to add Thomson as a joint applicant creditor;
3. The Application has not been prosecuted with due diligence and effect by the original applicant creditors, Sunwing and Thomson;

- 3.
4. ILFC has an unsecured claim against Skyservice beyond \$1000, as set out in the Affidavit of Margaret L. Epstein sworn on March 27, 2012 (the “**Epstein Affidavit**”);
5. Skyservice committed an act of bankruptcy within the six months preceding the filing of the Application and such act continues;
6. Sections 43(1) and 43(13) of the BIA; and
7. Such further grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. the Epstein Affidavit; and
2. such further and other evidence as counsel may advise and this Honourable Court may permit.

Date: March 28, 2012

FRASER MILNER CASGRAIN LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5X 0A1

Dan Dowdall

LSUC #: 16737D
Telephone: (416) 863 4700
Facsimile: (416) 863 4592

Jane O. Dietrich

LSUC # 49302U
Telephone: (416) 863 4467
Facsimile: (416) 863 4592

Kate H. Stigler

LSUC # 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

Lawyers for International Lease Finance
Corporation

TO: ATTACHED SERVICE LIST

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

NOTICE OF MOTION
(returnable March 29, 2012)

FRASER MILNER CASGRAIN LLP

Barristers and Solicitors
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Dan Dowdall

LSUC #: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich

LSUC#: 49302U
Telephone: (416) 863-4467
Facsimile: (416) 863-4592

Kate H. Stigler

LSUC #: 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

Lawyers for International Lease Finance Corporation

TAB A

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE) THURSDAY, THE 29TH DAY
JUSTICE MORAWETZ) OF MARCH, 2012

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.**
of the City of Toronto, in the Province of Ontario

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

B E T W E E N:

THOMAS COOK CANADA INC.

Applicant

-and-

SKYSERVICE AIRLINES INC.

Respondent

O R D E R

THIS MOTION made by International Lease Finance Corporation (“**ILFC**”), in its capacity as a creditor of Skyservice Airlines Inc. (“**Skyservice**”), for an Order lifting the stay of proceedings in the receivership of Skyservice, for the purpose of substituting ILFC as

the applicant creditor in the application for a bankruptcy order, originally made by Sunwing Tours Inc. (now Sunwing Vacations) (“**Sunwing**”) and Thomson Airways Limited (“**Thomson**”), against Skyservice on June 16, 2010 (the “**Application**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of ILFC dated March 28, 2012, the Motion Record and the Affidavit of Margaret L. Epstein sworn on March 27, 2012; and on hearing the submissions of counsel for ILFC and FTI Consulting Canada Inc.:

1. **THIS COURT ORDERS** that the time for service of this Notice of Motion in support of this Motion is abridged and that sufficient notice of this motion has been provided to any party entitled to notice of this motion such that this motion is properly returnable this day.
 2. **THIS COURT ORDERS** that the stay of proceedings in the receivership proceedings of Skyservice, as provided for in the order of the Honourable Mr. Justice Gans dated March 31, 2010, is hereby lifted for the purposes of substituting ILFC as the applicant creditor in the Application.
 3. **THIS COURT ORDERS** that ILFC in its capacity as a creditor of Skyservice be and is hereby substituted as the applicant creditor in the Application.
 4. **THIS COURT ORDERS** that this Order is without prejudice to any defences or disputes to the Application, or any of the rights or legal positions of Skyservice, as they existed prior to the making of this Order.
-

Court File No. 31-OR-207744-T
IN THE MATTER OF THE BANKRUPTCY OF SKYSERVICE AIRLINES INC. OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

Court File No. CV-10-8647-00CL
IN THE MATTER OF THE RECEIVERSHIP OF SKYSERVICE AIRLINES INC. OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

ORDER

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Dan Dowdall
LSUC No: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich
LSUC#: 49302U
Telephone: (416) 863-4467
Facsimile: (416) 863-4592

Kate H. Stigler
LSUC # 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

Lawyers for International Lease Finance Corporation

TAB B

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE) THURSDAY, THE 29TH DAY
JUSTICE MORAWETZ) OF MARCH, 2012

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.**
of the City of Toronto, in the Province of Ontario

O R D E R

THIS APPLICATION of International Lease Finance Corporation, of the City of Los Angeles, in the Country of the United States of America (the “**Applicant**”), as substituted applicant creditor, pursuant to the March 29, 2012 Order of the Honourable Justice Morawetz, wherein it replaced Sunwing Tours Inc. (now Sunwing Vacations) (“**Sunwing**”) and Thomson Airways Limited (“**Thomson**”) as the applicant creditors in the bankruptcy application issued on June 16, 2010 as against Skyservice Airlines Inc. (“**Skyservice**”) (as amended) (the “**Application**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion dated March 28, 2012, the Motion Record and the Affidavit of Margaret L. Epstein sworn March 27, 2012; on hearing the submissions of counsel for the Applicant, FTI Consulting Canada Inc. and such other counsel on the Service List who appeared on this Application; and it appearing to the Court that the following acts of bankruptcy have been committed:

- (a) Skyservice has ceased to meet its liabilities generally as they become due.

Bankruptcy Order

1. THIS COURT ORDERS that Skyservice, of the City of Toronto in the Province of Ontario, be and is hereby adjudged bankrupt and a Bankruptcy Order is hereby made against Skyservice.

2. THIS COURT FURTHER ORDERS that FTI Consulting Canada Inc. of the City of Toronto, in the Province of Ontario, be appointed as trustee of the estate (the “**Trustee**”) of the said bankrupt.

3. THIS COURT FURTHER ORDERS that, subject to any further order of the Court, the Trustee shall not be required to give security to the Official Receiver pursuant to section 16 of the BIA.

Coordination with Receivership Proceedings

4. THIS COURT ORDERS that the assets, undertakings and properties of Skyservice acquired for, or used in relation to a business carried on by Skyservice, including all proceeds therefrom (the “**Receivership Property**”) shall vest in the Trustee subject to the rights, powers and authority of FTI Consulting Canada Inc. in its capacity as receiver (the “**Receiver**”) in respect of the Receivership Property pursuant to the Order of the Honourable Justice Morawetz dated March 31, 2010 (as may be amended from time to time, the “**Receivership Order**”), made pursuant to section 243(1) of the BIA and section 101 of *the Courts of Justice Act* (Ontario), and all other Orders made in Court File No. CV-10-8647-00CL (the “**Receivership Proceedings**”) and, without limitation to the foregoing, the Receivership Property will continue to be subject to

the court-ordered charges created pursuant to the Receivership Order in accordance with its terms and any further Orders in the Receivership Proceedings.

5. THIS COURT ORDERS that, in connection with the claims against Skyservice:

- (a) any person that filed a proof of claim in compliance with the Claims Procedure Order dated July 27, 2010 in the Receivership Proceedings (the “**Claims Procedure Order**”) in respect of a Claim (as defined in the Claims Procedure Order), or in compliance with any subsequent Order in the Receivership Proceedings that permitted such person to file a proof of claim after the Claims Bar Date (as defined in the Claims Procedure Order), is not required to file a proof of claim in respect of such Claim in the bankruptcy of Skyservice (the “**Bankruptcy Proceedings**”);
- (b) the Receiver will continue to allow, disallow or otherwise adjudicate or settle Claims in accordance with the Claims Procedure Order, and the final determination of each Claim in accordance with the Claims Procedure Order will be effective and binding in the Bankruptcy Proceedings as if allowed by the Trustee and finally determined in the Bankruptcy Proceedings on such basis; and
- (c) any obligation of the Receiver in respect of any Excluded Claim (as defined in the Claims Procedure Order) will continue in accordance with and subject to the terms of the Receivership Order and the other Orders in the Receivership Proceedings, and any person with an Excluded Claim is not required to file a proof of claim in the Bankruptcy Proceedings.

6. THIS COURT ORDERS that, for the purposes of section 102 of the BIA:

- (a) the Trustee is only required, in the case of the notice to be sent to creditors of Skyservice pursuant to section 102(1), to send such notice to those creditors who filed a proof of claim in compliance with the Claims Procedure Order (or any subsequent Order in the Receivership Proceedings that permitted such creditor to file a proof of claim after the Claims Bar Date), and such notice may be sent in any manner permitted under the Claims Procedure Order, including without limitation paragraph 32 thereof; and
- (b) the Trustee is not required to include a proof of claim form in the materials to be sent to creditors pursuant to section 102(2).

7. THIS COURT ORDERS that, notwithstanding this Order and the Bankruptcy Proceedings, all steps and actions taken by the Receiver in the Receivership Proceedings pursuant to any Orders granted therein (including without limitation soliciting, reviewing, evaluating, allowing and disallowing Claims and sales of the Receivership Property) be and hereby are deemed to be effective against the Trustee and against the creditors of Skyservice as if such steps and actions were taken by the Trustee.

8. THIS COURT ORDERS that each of the Trustee and the Receiver shall be entitled to seek the advice and direction of this Court as to the implementation of this Order and, in the case of the Trustee, the discharge of the powers and duties of the Trustee under the BIA in connection with this Order, and/or each of them may apply for such further Order or Orders as may be appropriate.

9. THIS COURT FURTHER ORDERS that the costs of the Applicant of and incidental to this Application and this Order be paid to the Applicant out of the assets of the bankrupt upon taxation thereof.

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

Proceeding commenced at Toronto

ORDER

FRASER MILNER CASGRAIN LLP

Barristers and Solicitors
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Dan Dowdall

LSUC No: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich

LSUC#: 49302U
Telephone: (416) 863-4467
Facsimile: (416) 863-4592

Kate H. Stigler

LSUC # 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

Lawyers for International Lease Finance Corporation

TAB 2

Court File No. 31-OR-207744-T

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.
of the City of Toronto, in the Province of Ontario**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

B E T W E E N:

THOMAS COOK CANADA INC.

Applicant

-and-

SKYSERVICE AIRLINES INC.

Respondent

AFFIDAVIT OF MARGARET L. EPSTEIN

I, Margaret L. Epstein of the city of Los Angeles in the State of California, MAKE OATH AND SAY:

1. I am Vice President of International Lease Finance Corporation (“ILFC”) and as such have personal knowledge of the facts hereinafter deposed to.
2. As at March 27, 2012, Skyservice Airlines Inc. was justly and truly indebted to ILFC in excess of \$5 million dollars plus interest, fees and other charges accruing due (the “Claim”). At least \$1000 of the Claim is unsecured.
3. I understand that Sunwing Tours Inc. (now Sunwing Vacations) (“Sunwing”) filed an application for a bankruptcy order on June 16, 2010 against Skyservice Airlines Inc. (the “Bankruptcy Application”) and that Thomson Airways Limited (“Thomson”) was

added as an applicant creditor in the Bankruptcy Application on June 30, 2010. A copy of the amended Bankruptcy Application is attached hereto as Exhibit "A".

4. I have reviewed the Bankruptcy Application and verily believe the facts set out in paragraphs 1 and 4, and paragraph 5 as it relates to FTI Consulting Canada Inc.'s ability and willingness to act as trustee, to be true.

5. I understand that no further steps have been taken in the Bankruptcy Application since the initial application.

INTERNATIONAL LEASE FINANCE CORPORATION

By: _____

Its: _____

Margaret L. Epstein
Vice President

State of California

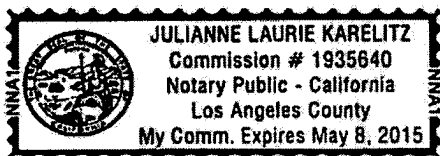
County of Los Angeles

}

On March 27, 2012 before me, Julianne Laurie Karelitz, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Margaret L. Epstein
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature [Handwritten Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Affidavit of Margaret L. Epstein

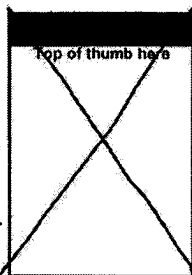
Document Date: March 27, 2012 Number of Pages: 6, including this page

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Margaret L. Epstein

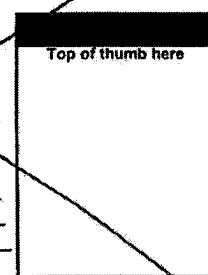
- Individual
- Corporate Officer – Title(s): Vice President
- Partner – Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer is Representing: International Lease Finance Corporation

~~Signer's Name: _____~~

- Individual
- Corporate Officer – Title(s): _____
- Partner – Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



~~Signer is Representing: _____~~

Exhibit "A" – Application for a Bankruptcy Order

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.
of the City of Toronto, in the Province of Ontario**

AMENDED APPLICATION FOR BANKRUPTCY ORDER

Sunwing Tours Inc., of the City of Etobicoke, in the Province of Ontario and Thomson Airways Limited, in the Country of England (collectively, the "Creditors"), hereby apply to the Court that Skyservice Airlines Inc. ("Skyservice"), of the City of Toronto, in the Province of Ontario, be adjudged bankrupt and that a Bankruptcy Order be made in respect of the property of Skyservice, of the City of Toronto, in the Province of Ontario, and states:

1. That the said Skyservice has at some time during the six months next preceding the filing of this Application carried on business at 31 Fasken Drive, Toronto, Ontario, M9W 1K6.
2. That the said Skyservice is justly and truly indebted to the Creditors as at June 9, 2010 in the aggregate amount of at least CDN\$1,000.
3. That the Creditors do not, nor does any person on behalf of the Creditors, hold any security on the property of, or any part thereof, for the payment of the said sum.
4. That the said Skyservice within the six months next preceding the date of the filing of this Application has committed the following acts of bankruptcy, namely:
 - (a) It has ceased to meet its liabilities generally as they become due.

5. That FTI Consulting Canada Inc. is qualified to act as Trustee of the property of Skyservice, has agreed to act as such and is acceptable to the undermentioned creditors.

<u>Creditor</u>	<u>Address</u>	<u>Principal Amount of Claim</u>
Sunwing Tours Inc.	27 Fasken Drive, Etobicoke, Ontario	<u>At least CDN \$1,000</u>
<u>Thomson Airways Limited</u>	<u>TUI Travel House</u> <u>Crawley Business Quarter</u> <u>Fleming Way, Crawley</u> <u>West Sussex, England</u>	<u>At least CDN \$1,000</u>

DATED at Etobicoke this 15th day of June, 2010.

SUNWING TOURS INC.

Per: "Stephen Hunter" _____

Name: Stephen Hunter

Title: C.E.O.

DATED at _____, this _____ day of June, 2010.

THOMSON AIRWAYS LIMITED

Per: _____

Name: FRASER ELLACOTT

Title: DIRECTOR OF ENGINEERING

ISSUED at the City of Toronto, in the Province of Ontario, this 16th day of June,
2010.

"Tara Stead" _____

Registrar

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

AFFIDAVIT OF MARGARET L. EPSTEIN
(sworn March 27, 2012)

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Dan Dowdall
LSUC #: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich
LSUC#: 49302U
Telephone: (416) 863-4467
Facsimile: (416) 863-4592

Kate H. Stigler
LSUC #: 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

Lawyers for International Lease Finance Corporation

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

Proceeding commenced at Toronto

**MOTION RECORD
(returnable March 29, 2012)**

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Dan Dowdall
LSUC No: 16737D
Telephone: 416-863-4700
Facsimile: 416-863-4592
Email: dan.dowdall@fmc-law.com

Jane O. Dietrich
LSUC#: 49302U
Telephone: (416) 863-4467
Facsimile: (416) 863-4592

Kate H. Stigler
LSUC # 53858S
Telephone: (416) 862 3482
Facsimile: (416) 863 4592

*Lawyers for International Lease Finance
Corporation*