

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) FRIDAY, THE 23rd DAY
)
JUSTICE MORAWETZ) OF SEPTEMBER, 2011

**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



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, among other things, approving the settlement of a claim submitted by Quiettouch Inc. (“Quiettouch”) and vesting title to certain information technology equipment in Quiettouch in return for a withdrawal of its secured claim (the “Quiettouch Settlement”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the motion record of the Receiver (the “Motion Record”) including the Twelfth Report of the Receiver dated September 21, 2011 (the “Twelfth Report”) and the appendices thereto, and on hearing the submissions of counsel for the Receiver and those other parties present, no one appearing for any other person on the service list, although

properly served as appears from the affidavit of Swee Teen Yeoh sworn September 22, 2011 filed:

1. THIS COURT ORDERS that the time for service of the Motion Record is hereby abridged so that this motion is properly returnable on September 23, 2011 and further service thereof is hereby dispensed with.
2. THIS COURT ORDERS that defined terms used herein have the meaning given in the Twelfth Report unless otherwise defined herein.
3. THIS COURT ORDERS that the Quiettouch Settlement is hereby approved.
4. THIS COURT ORDERS that all of Skyservice's right, title and interest in and to the equipment listed on Schedule "A" hereto (the "**Equipment**") is hereby transferred to Quiettouch on an as-is where-is basis and shall vest absolutely in Quiettouch, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Gans dated March 31, 2010; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Equipment are hereby expunged and discharged as against the Equipment.
5. 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 vesting of the Equipment in Quiettouch pursuant to this Order shall be binding on 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.

6. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).


7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

8. THIS COURT DECLARES that the Quiettouch Claim is hereby withdrawn, released and extinguished.

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

SEP 26 2011

PER/PAN: 



SCHEDULE "A"

List of Equipment

Equipment

Juniper ISG1000 **x2**

Juniper SA4500 **x2**

Cisco WS 3750 24TS **x4**

Cisco 3650g **x2**

Cisco MDS 9124 fiber switch **x2**

Pillar San

- Pillar Axiom 600 pilot
- Pillar Axiom 600 Pilot
- SATA Brick Storage **x4**

Compaq DL360 G5 **x13**

Compaq DL380 **x3**

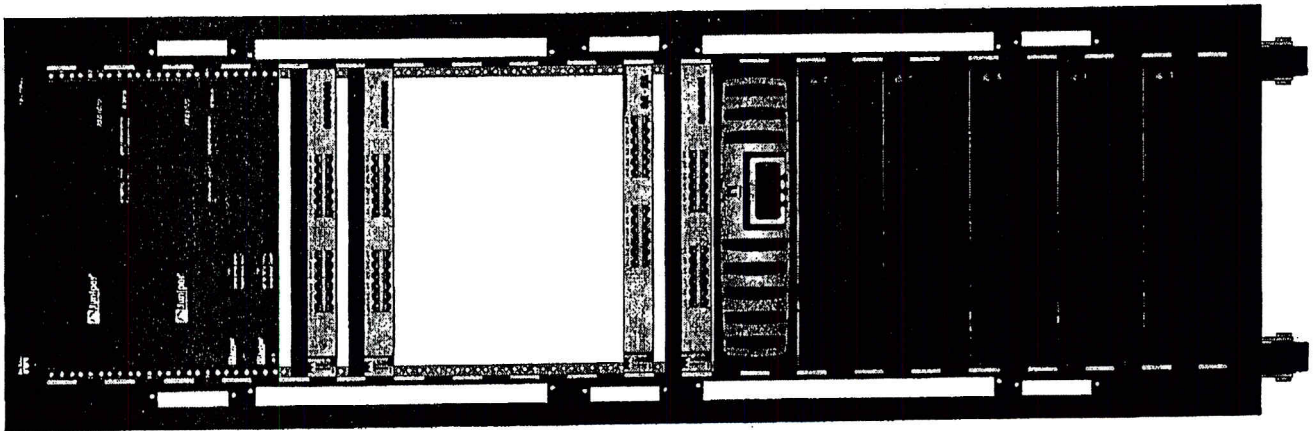
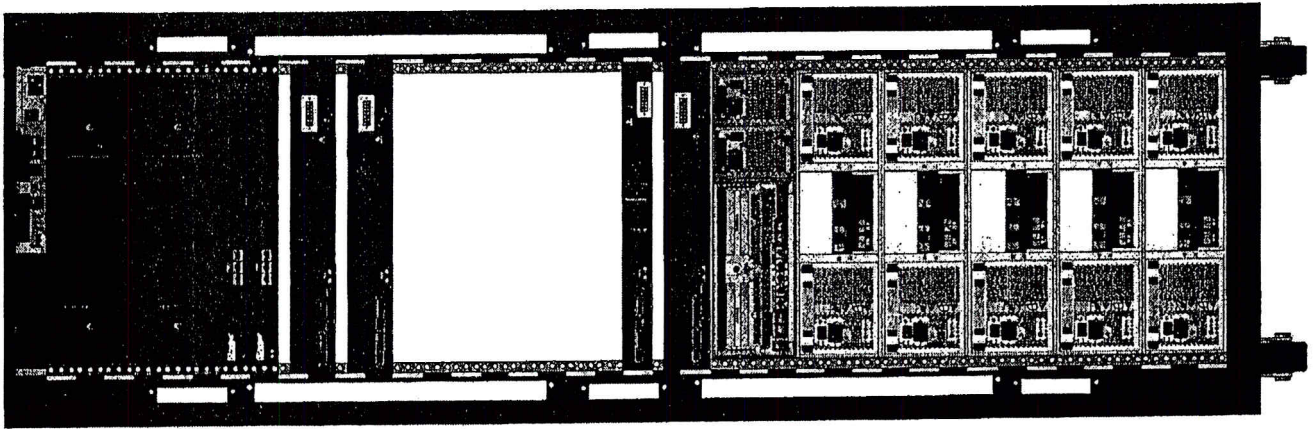
HP Storage works MSL6030 **x1**

Netapp San

Skyservice MCI Rack Power Inventory- Rack H2

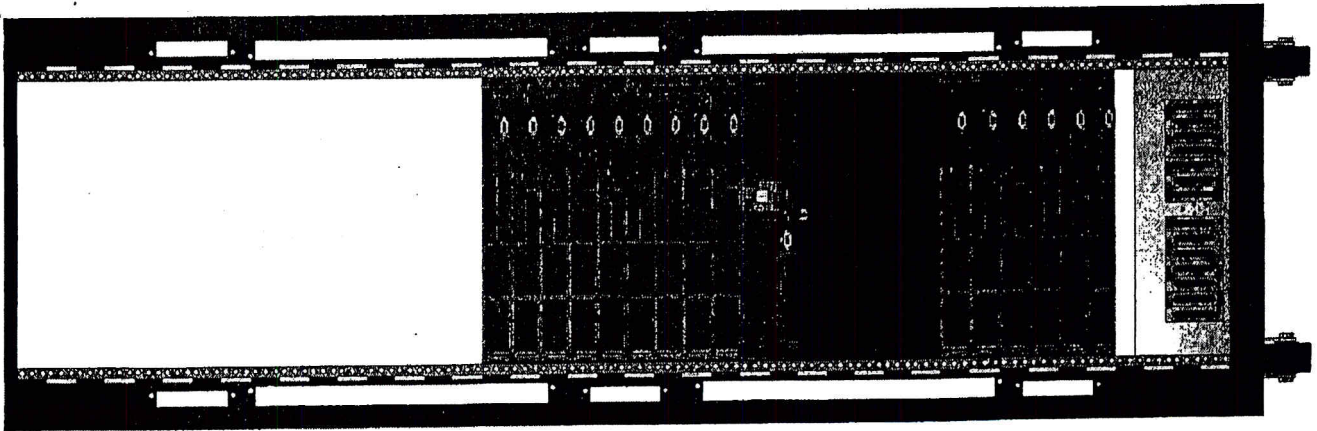
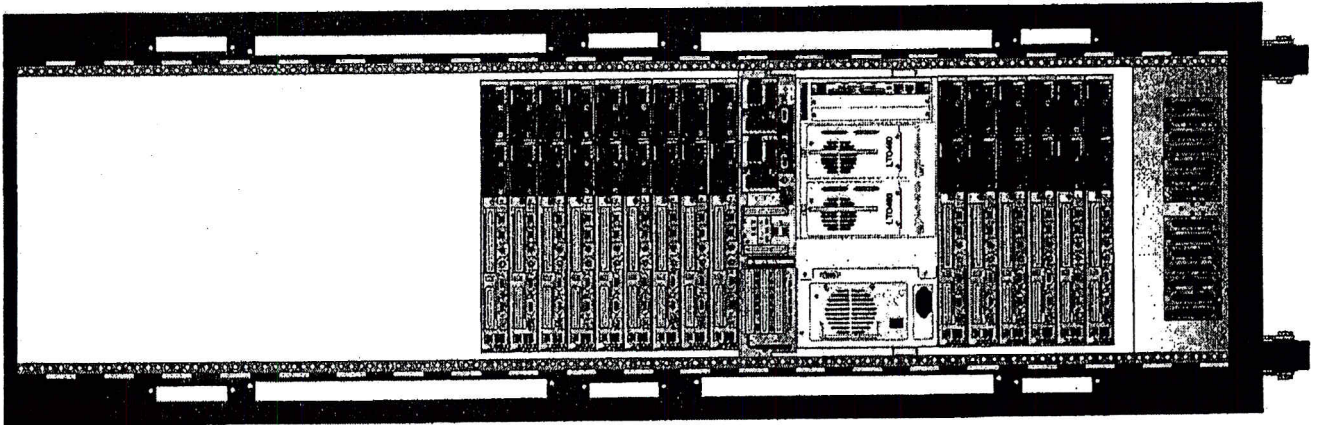
Server/Hardware	Volts	Amps Rating	Outlets Required
Cisco 2600	100/240	1.5	1
Juniper ISG1000 (1)	100/240	NA 5A AC Fuse	1
Juniper ISG1000 (2)	100/240	NA 5A AC Fuse	1
Juniper SA4500 (1)	100/240	2.5	1
Juniper SA4500 (2)	100/240	2.5	1
Cisco WS-3750G-24TS	100/240	2.3/1.5	1
Cisco WS-3750G-24TS	100/240	2.3/1.5	1
Cisco WS-3750G-24TS-1U	100/240	3.0/1.5	1
Cisco WS-3750G-24TS	100/240	2.3/1.5	1
Netapp FAS3020c	100/240	10/5*	2
Netapp DSI4MK2-FC (1)	100/240	7/3.5*	2
Netapp DSI4MK2-FC (2)	100/240	7/3.5*	2
Netapp DSI4MK2-FC (3)	100/240	7/3.5*	2
Netapp DSI4MK2-FC (4)	100/240	7/3.5*	2
Netapp DSI4MK2-FC (5)	100/240	7/3.5*	2

* rating per power supply



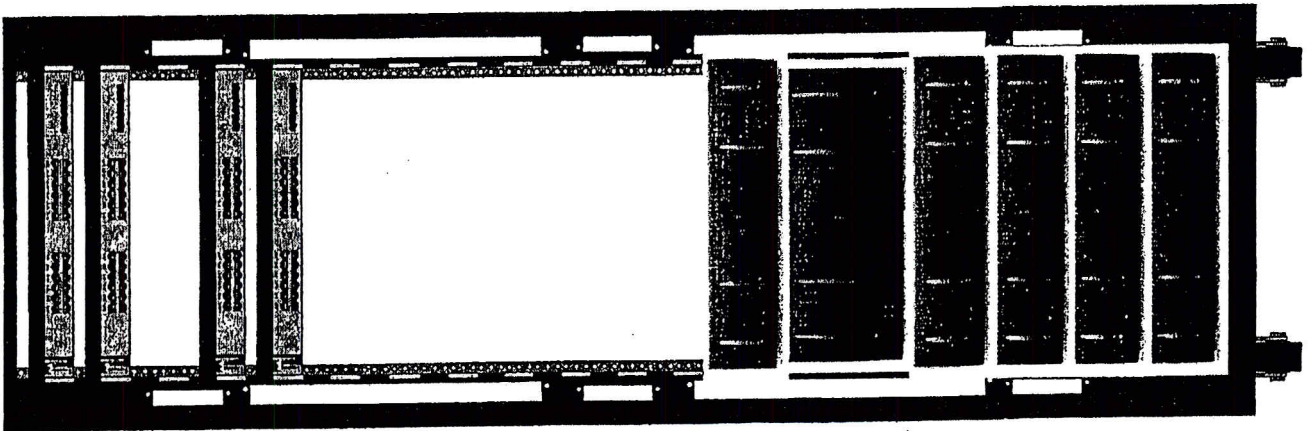
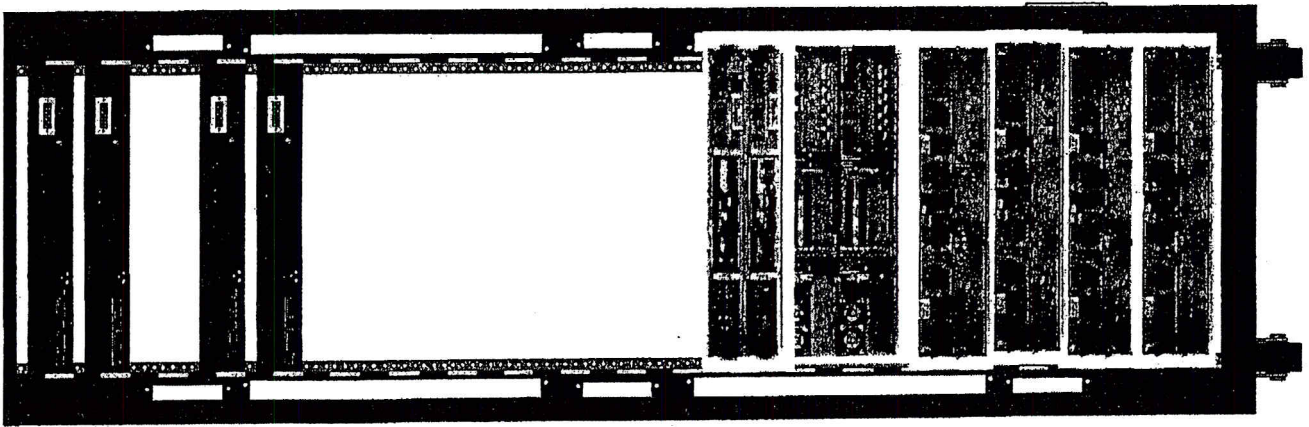
Skyservice MCI Rack Power Inventory- HI			
Server/Hardware	Volts	Amps Rating	Outlets Required
Compaq DL360 G5 (14)	100/240	7.1/3.5*	2
Compaq DL360 G5 (15)	100/240	7.1/3.5*	2
Compaq DL360 G5 (1)	100/240	7.1/3.5*	2
Compaq DL360 G5 (2)	100/240	7.1/3.5*	2
Compaq DL360 G5 (3)	100/240	7.1/3.5*	2
Compaq DL360 G5 (4)	100/240	7.1/3.5*	2
Compaq DL360 G5 (5)	100/240	7.1/3.5*	2
Compaq DL360 G5 (6)	100/240	7.1/3.5*	2
Compaq DL360 G5 (7)	100/240	7.1/3.5*	2
Compaq DL380 G5	100/240	10/6.1*	2
HP Storageworks MSL6030	100/240	6.0/3.0	1
Compaq DL360 G5 (8)	100/240	7.1/3.5*	2
Compaq DL360 G5 (9)	100/240	7.1/3.5*	2
Compaq DL360 G5 (10)	100/240	7.1/3.5*	2
Compaq DL360 G5 (11)	100/240	7.1/3.5*	2
Compaq DL360 G5 (12)	100/240	7.1/3.5*	2
Compaq DL360 G5 (13)	100/240	7.1/3.5*	2
External Clone Storage	110	NA	1

* rating per power supply



Skyservice MCI Rack Power Inventory- HI				
Server/Hardware	Volts	Amps Rating	Outlets Required	
Cisco 3650G	100/240	3.0/1.5	1	
Cisco 3650G	100/240	3.0/1.5	1	
Cisco Fibre Switch	100/240		1	
Cisco Fibre Switch	100/240		1	
Pillar Axiom 300 Pilot	90/264	3.1/1.1*	2	
Pillar Axiom 300 Slammet	90/264	7.6/2.6*	2	
SATA Brick Storage Encl.	90/264	2.9/1.0*	2	
SATA Brick Storage Encl.	90/264	2.9/1.0*	2	
SATA Brick Storage Encl.	90/264	2.9/1.0*	2	
SATA Brick Storage Encl.	90/264	2.9/1.0*	2	

* rating per power supply



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

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Proceeding Commenced at Toronto

ORDER

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