

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) TUESDAY THE 13th
MR. JUSTICE ^{D.}BROWN) DAY OF MAY, 2014

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

BETWEEN:



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 of Skyservice Airlines Inc. (the "**Receiver**"), for an order, among other things, authorizing the Receiver to transfer to the Trustee from time to time funds for distribution to unsecured creditors, approving the fees and disbursements of the Receiver and its legal counsel, and approving the activities described in the Receiver's Reports (defined below), was heard this day, at 330 University Avenue, Toronto.

ON READING the notice of motion, the Twelfth Report, the Thirteenth Report, the Fourteenth Report, and the Fifteenth Report and appendices thereto including the attached affidavit

of Nigel D. Meakin, and the affidavit of James D. Gage filed by the Receiver in this matter (collectively, the “**Receiver’s Reports**”), and on hearing the submissions of counsel for the ✓ *counsel for Sunwing Tours Inc. and Thomson Airways Limited, and* Receiver, no one else appearing for any other person on the service list, although properly served as appears from the affidavit of Emilia Moon-de Kemp sworn May 5, 2014 filed: 10.

1. **THIS COURT ORDERS** that capitalized terms used in this Order not defined herein shall have the meaning set out in the Fifteenth Report of the Receiver.

2. **THIS COURT ORDERS** that, subject to first paying the settled amount of the Sunwing Trust Claim and holding such reserves as the Receiver deems appropriate in its sole discretion, the Receiver is hereby authorized to transfer to the Trustee from time to time funds for distribution to unsecured creditors in accordance with the provisions of the *Bankruptcy and Insolvency Act* (Canada).

3. **THIS COURT ORDERS** that fees and disbursements of the Receiver for the period from September 1, 2011 to February 28, 2014, totalling \$541,794.09 (excluding applicable taxes), be and are hereby approved.

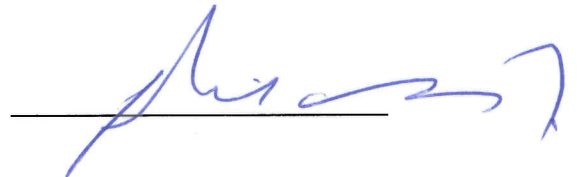
4. **THIS COURT ORDERS** that the fees and disbursements of McCarthy Tétrault LLP, legal counsel to the Receiver, for the period from September 1, 2011 to February 28, 2014, totalling \$876,773.57 (excluding applicable taxes), be and are hereby approved.

5. **THIS COURT ORDERS** that the activities of the Receiver as set out in the Receiver’s Reports are hereby approved.

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



MAY 13 2014



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

ORDER

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