

S.C.M.: 500-11-042345-120

EXHIBIT P-5

2008-06-19 15:00
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**NOTICE FOR REGISTRATION
OF A COMMERCIAL LEASE AGREEMENT**

(Article 2999.1 *Civil Code of Quebec*)

I, the undersigned, **Howard Rosenoff**, lawyer, practicing at 1155 René-Lévesque Blvd. West, 40th Floor, Montréal (Québec) H3B 3V2, hereby notify the Registry Office for the Registration Division of Montréal, Province of Quebec, that:

1. A Lease Agreement dated the twenty-eighth (28th) day of July, Nineteen hundred and ninety-two (1992) was signed and executed before Charlotte Pinsonnault, Notary, in the City of Montreal, Province of Quebec, by HER MAJESTY THE QUEEN IN RIGHT OF CANADA, as therein represented by THE MINISTER OF TRANSPORT (the "Lessor"), and AIR CANADA (the "Lessee") (the « Original Lease »), the Lessor having thereafter transferred its rights into the Original Lease to AÉROPORTS DE MONTRÉAL ("ADM") according to an Agreement dated August 1st, 1992.

The Original Lease was thereafter amended according to (i) a Lease Amendment No. 1 dated March 30, 1995, entered into between ADM and the Lessee, (ii) a Lease Amendment No. 2 respectively signed on November 10, and November 2, 1999, by ADM and the Lessee, and (iii) a Lease Amendment No. 3 dated August 11, 2000, entered into between ADM and the Lessee (the Original Lease and said three (3) amendments being collectively referred to as the "Amended Lease").

2. The Amended Lease has the following particularities to be published in the Registration Division of Montréal, namely:

- 2.1 PREMISES LOCATED ON THE NORTH SIDE OF CÔTE-VERTU WEST

That certain parcel of land situated lying and being comprised in the Montréal International Airport-Pierre-Elliott Trudeau on the North side of Côte-Vertu West, City of Montréal (Borough of Saint-Laurent), Province of Québec, H4S 1Z3 (formerly the City of Saint-Laurent), now known as being composed of lots THREE MILLION EIGHT HUNDRED NINETY-NINE THOUSAND THREE HUNDRED AND FORTY-FIVE and THREE MILLION EIGHT HUNDRED NINETY-NINE THOUSAND THREE HUNDRED AND FORTY-FOUR (3 899 345 and 3 899 344) both of the Cadastre du Québec, Registration Division of Montréal. Now with all buildings thereon erected and bearing civic numbers 7373 and 7171 Côte-Vertu West, City of Montréal (Borough of Saint-Laurent), Province of Québec, H4S 1Z3, at the Montréal International Airport-Pierre-Elliott Trudeau, and which were

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erected by the Lessee according to Section 3.4 (1) of the Original Lease which reads as follows: "The Lessor hereby renounced in favour of the Lessee hereby accepting, to Her right of accession over and with respect to the Buildings, whether or not such Buildings are built during the term of the Lease of prior to its date of commencement, which shall remain the absolute ownership of the Lessee".

(hereinafter called "North Property")

2.2 PREMISES LOCATED ON THE SOUTH SIDE OF CÔTE-VERTU WEST

That certain parcel of land situated lying and being comprised in the Montréal International Airport-Pierre-Elliott Trudeau on the South side of Côte-Vertu West, City of Dorval, Province of Québec, H4S 1Y9, now known as being composed of lot THREE MILLION NINE HUNDRED EIGHTY-TWO THOUSAND TWO HUNDRED AND NINETY-TWO (3 982 292) of the Cadastre du Québec, Registration Division of Montréal. Now with all buildings thereon erected and bearing civic numbers 700, 710, 720, 730, 740 and 750 Côte-Vertu West, City of Dorval, Province of Québec, H4S 1Y9, at the Montréal International Airport-Pierre-Elliott Trudeau, and which were erected by the Lessee according to said Section 3.4 (1) of the Original Lease.

(hereinafter called "South Property")

(the North Property and the South Property being hereinafter referred to as the "Land")

2.3 TERM

According to the Original Lease, "the Lessee shall have and hold on land, from and after the first (1st) day of October, Nineteen hundred ninety-one (1991) for a term or period of sixty (60) years and then to be fully completed and ended on the thirtieth (30th) day of September, Two thousand and fifty-one (2051)."

3. Particulars Required by Section 9 of the *Act Respecting Duties on Transfers of Immovables*:

3.1 The transferor is HER MAJESTY THE QUEEN IN RIGHT OF CANADA.

3.2 The transferee is AIR CANADA.

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- 3.3 The business place of the transferor is a/s Aéroports de Montréal, 1100 René-Lévesque Blvd. West, Suite 2100, Montréal (Québec) H3B 4X8.
- 3.4 The head office of the transferee is at 7373 Côte-Vertu West, City of Montréal (Borough of Saint-Laurent), Province of Québec, H4S 1Z3.
- 3.5 The immovable corresponding to the North Property which is the object of this Notice is situated in the Borough of Saint-Laurent, City of Montréal, Province of Québec (formerly the City of Saint-Laurent).
- 3.6 The immovable corresponding to the South Property which is the object of this Notice is situated in the City of Dorval, Province of Québec.
- 3.7 According to the transferor and the transferee, the amount of the consideration for the transfer of the immovable property corresponding to the Land is ELEVEN MILLION SEVEN HUNDRED EIGHTY-FIVE THOUSAND SEVEN HUNDRED AND SIXTY-ONE DOLLARS (\$11,785,761.00).
- 3.8 According to the transferor and the transferee, the amount constituting the basis of imposition of the transfer duties for the immovable property corresponding to the Land is ELEVEN MILLION SEVEN HUNDRED EIGHTY-FIVE THOUSAND SEVEN HUNDRED AND SIXTY-ONE DOLLARS (\$11,785,761.00).
- 3.9 The amount of the municipal transfer duty, if applicable, for the immovable property corresponding to the Land is ONE HUNDRED SEVENTY-FIVE THOUSAND TWO HUNDRED AND EIGHTY-SIX DOLLARS (\$175,286.00).
- 3.10 According to the transferor and the transferee, there is no transfer of both corporeal immovable and movable referred to in Section 1.0.1 of the above-mentioned Act.

IN WITNESS WHEREOF, I have signed in triplicate at Montreal, Province of Quebec, on this Eighteenth (18th) day of June, Two thousand and eight (2008).



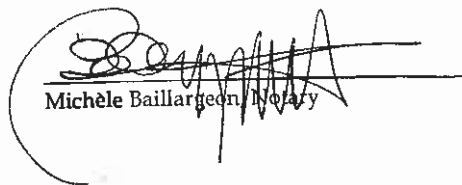
Howard Rosenoff

ATTESTATION

I, the undersigned, Michèle Baillargeon, Notary, residing at and practicing at 1155, René-Lévesque Blvd. West, suite 4000, Montreal, Province of Québec, H3B 3V2, hereby certify that:

- a) the foregoing Notice is accurate;
- b) I have verified the identity, quality and capacity of Howard Rosenoff;
- c) the Notice represents the will expressed by Howard Rosenoff; and
- d) the Notice is valid as to its form.

I have signed at Montreal, on this Eighteenth (18th) day of June, Two Thousand and eight (2008).



Michèle Baillargeon, Notary

Ressources naturelles
et Faune

Québec 

ÉTAT CERTIFIÉ D'INSCRIPTION
DE DROIT
AU REGISTRE FONCIER DU QUÉBEC

Je certifie que la réquisition présentée le 2008-06-19 à 15:00 a été inscrite au Livre foncier de la circonscription foncière de Montréal sous le numéro 15 331 555.

Identification de la réquisition

| | | |
|------------------------|------------------------------|------------------------|
| Mode de présentation : | Avis | |
| Forme : | Sous seing privé | |
| Nature générale : | Avis de bail excédant 40 ans | |
| Nom des parties : | Locataire | Air Canada |
| | Locateur | Ministère du Transport |

No. 500-11-042345-120

**SUPERIOR COURT (Commercial Division)
DISTRICT OF MONTRÉAL**

IN THE MATTER OF THE PROPOSED PLAN OF COMPROMISE AND
ARRANGEMENT OF:

**AVEOS FLEET PERFORMANCE INC./
AVEOS PERFORMANCE AÉRONAUTIQUE INC.**

and

AERO TECHNICAL US, INC.

Insolvent Debtors/Petitioners

and

FTI CONSULTING CANADA INC.

Monitor

and

**WELLS FARGO BANK NATIONAL ASSOCIATION, as Fondé de
Pouvoir**

and **LOCKHEED MARTIN CANADA INC.**

and **AIR CANADA**

and **AÉROPORTS DE MONTRÉAL**

Mis en causes

Me Roger Simard / Me Ari Sorek

File: 548732-1

EXHIBIT P-5



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