

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) WEDNESDAY, THE 16th DAY  
)  
JUSTICE MORAWETZ ) OF JUNE, 2010

**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**

**APPROVAL AND VESTING 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. (the "**Debtor**") for an order, among other things, approving the transactions (the "**Transactions**") contemplated by the liquidation services agreement (as may be amended from time to time in accordance herewith, the "**Agreement**") between the Receiver and Century Services Inc. (the "**Liquidator**") and appended in redacted form to the Report of the Receiver dated June 10, 2010 (the "**Report**"), including the auction and private sales of Assets (as defined in the Agreement) (in each case, a "**Sale**") from time to time by the Liquidator, on behalf of the Receiver, to Purchasers (as defined in the Agreement), and vesting in each Purchaser the Debtor's right, title and interest in and to the applicable Assets



that are the subject of the applicable Sale, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report 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 Maria Basurto sworn June 11, 2010:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable June 16, 2010 and hereby dispenses with further service thereof.

2. THIS COURT ORDERS AND DECLARES that the Transactions are hereby approved, and the execution of the Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the parties thereto consider necessary and to which the Receiver has consented. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transactions and for the conveyance of the Assets that are the subject of each Sale to the applicable Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon receipt by the Liquidator of the purchase price therefor, all of the Debtor's right, title and interest in and to the Assets that are the subject of a Sale shall vest absolutely in the applicable Purchaser, 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; (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; and (iii) those Claims listed on Schedule C hereto (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 such Assets are hereby expunged and discharged as against such Assets.

4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the amounts paid or payable by the Liquidator to the Receiver from or in respect of the Sales of Assets pursuant to the Agreement (the "Net Proceeds") shall stand in the place and stead of such Assets, and that from and after the receipt by the Receiver of the Net Proceeds, all Claims and Encumbrances shall attach to the Net Proceeds with the same priority as they had with respect to the relevant Assets immediately prior to the Sales, as if such Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. THIS COURT ORDERS that, notwithstanding:

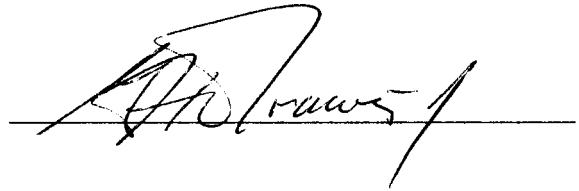
- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made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

the vesting of Assets in each Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, 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 each Sale is exempt from the application of the *Bulk Sales Act* (Ontario).


7. THIS COURT ORDERS that the summary of the Agreement and the summaries of non-selected bids to liquidate the Assets, attached as confidential appendices to the Report, shall be treated as confidential, sealed, segregated from and not part of the public record, and shall remain sealed until the completion of the Sales, or further Order of the Court.

8. 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 the Liquidator and their 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, and the Liquidator, as may be necessary or desirable to give effect to this Order or to assist the Receiver and the Liquidator and their agents in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to read "A. H. Brown", is written over a horizontal line.

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

JUN 17 2010

PER / PAR: 

IN THE MATTER OF THE RECEIVERSHIP OF SKYSERVICE AIRLINES INC.

B E T W E E N :

THOMAS COOK CANADA INC.

- and -

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding Commenced at Toronto

**APPROVAL AND VESTING ORDER**

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