

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MR*) TUESDAY, THE 6th DAY
)
JUSTICE *MORAWETZ*) OF APRIL, 2010

**IN THE MATTER OF AN APPLICATION pursuant to Section 9 of the *Airport Transfer
(Miscellaneous Matters) Act, S.C. 1992, c. 5***

BETWEEN:

GREATER TORONTO AIRPORTS AUTHORITY

Applicant

ORDER

THIS MOTION made by FTI Consulting Canada Inc. ("FTI") to amend the Order of the Honourable Justice Morawetz dated March 31, 2010 in this matter (the "GTAA Order") was heard this day at 330 University Ave, Toronto, Ontario.

ON READING the Notice of Motion of FTI and upon being advised that the Interested Parties (as defined in the GTAA Order) and counsel for ILFC consent to or do not oppose,

1. THIS COURT ORDERS that the GTAA Order is amended in the form attached hereto as Schedule "A".
2. THIS COURT ORDERS that the GTAA Order and the endorsements of Justice Morawetz related thereto dated March 31, 2010 and April 1, 2010, respectively, remain in full



force and effect except as specifically amended herein, including that this Order shall not be considered a "further order of the Court" pursuant to paragraph 2 of the GTAA Order.



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

APR 06 2010

PER / PAR: *TV*

SCHEDULE "A"

Court File No. 10-8651-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

THE HONOURABLE)
JUSTICE MORAWETZ) WEDNESDAY, THE 31ST DAY
OF MARCH, 2010

IN THE MATTER OF AN APPLICATION pursuant to Section 9 of the
Airport Transfer (Miscellaneous Matters) Act, S.C. 1992, c. 5

B E T W E E N :

GREATER TORONTO AIRPORTS AUTHORITY

Applicant

ORDER

THIS APPLICATION, made by the Applicant, the Greater Toronto Airports Authority (the "GTAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, made without notice, and on reading the affidavit of Jason Boyd sworn March 31, 2010 and on hearing the submissions of counsel for the GTAA, counsel for NAV CANADA, counsel for FTI Consulting Canada Inc. in its capacity as court appointed receiver (the "Receiver") of the property, assets and undertaking of Skyservice Airlines Inc. (the "Debtor"), counsel for ORIX Aviation Systems Limited, MCAP Europe Limited, Jetscape, Inc., Aircastle Advisor LLC and GE Capital Aviation Services, counsel for CIT Leasing Corporation, counsel for Thomson Airways Limited and counsel for Thomas Cook Canada Inc. (collectively, the "Interested Parties"),

1. THIS COURT ORDERS that this application and an application by NAV CANADA under Section 56 of the *Civil Air Navigation Services Commercialization Act*, S.C. 1996, chapter 20 (the “Applications”) for orders, among other things, seizing and detaining the aircraft owned or operated by the Debtor bearing serial numbers 29941 (Mark number C-FLEU), 25053 (Mark number C-GMYH), 1605 (Mark number C-GTDH), 1571 (Mark number C-GTDG), 32477 (Mark number C-GTBB), 1411 (Mark number C-FRAA) and 1780 (Mark number C-GTDP) (together the “Ontario Aircraft”), pending payment of the sum outstanding for fees and charges claimed by the GTAA and NAV CANADA, are hereby adjourned to April 12, 2010.

2. THIS COURT ORDERS that pending the hearing and determination of the Applications or further order of the Court obtained on notice to the Interested Parties, no person, including the Receiver, shall take or cause any steps to be taken to possess or repossess the Ontario Aircraft or any other aircraft owned or operated by the Debtor (with the Ontario Aircraft, the “Aircraft”) or to dispossess the Debtor of the Aircraft, including, without limitation, the giving of any notice of termination under applicable leases, the seizure or taking control of any log books, certificates of registration or certificates of air worthiness, the changing of the registration of any Aircraft or the deregistration of any Aircraft.

3. THIS COURT ORDERS that pending the hearing and determination of the Applications or further order of the Court obtained on notice to the Interested Parties, NAV CANADA is hereby authorized and directed to deny all civil air navigation services in respect of the Aircraft and that no person shall fly the Aircraft or cause the Aircraft to be flown.

4. THIS COURT ORDERS that pending the hearing and determination of the Applications or further order of the Court obtained on notice to the Interested Parties, the Receiver

and/or any affected aircraft lessors may take any reasonable steps to inspect, protect and preserve the aircraft including performing and documenting any required maintenance procedures (the "Maintenance") and any lessor shall be entitled to move the Aircraft subject to its lease for purposes of conducting Maintenance (the "Maintenance Relocation"), provided that prior notice has been provided to the Receiver and the consent of GTAA has been obtained by such lessor to any Maintenance Relocation of the Aircraft, provided that any Maintenance Relocation shall be ground movement and within the Toronto Pearson International Airport, and provided such lessor is responsible for any and all damages, claims or other costs arising from the Maintenance Relocation and acknowledges and agrees that neither the Receiver, Skyservice nor the GTAA shall have any responsibility relating thereto.

5. THIS COURT ORDERS that pending the hearing and determination of the Applications or further order of the Court obtained on notice to the Interested Parties, Thomson Airways Limited, the lessor of the aircraft bearing serial number 29941 (Mark C-FLEU) is directed to cause the aircraft to be repositioned to a location at Toronto Pearson International Airport designated by the GTAA by no later than 5:00 p.m. on April 1, 2010, failing which the GTAA is authorized to cause the aircraft to be so repositioned; the lessor (or its authorized designee) of aircraft bearing serial number 32447 (Mark C-GTBB) shall be authorized to reposition such aircraft to a location designated by GTAA, provided that if the lessor elects not to do so by 4:00 p.m. on April 6, 2010 the Receiver shall be authorized to cause such aircraft to be so repositioned; the lessor of any other Aircraft located at Toronto Pearson International Airport shall also be authorized to reposition any Aircraft subject to its lease upon request by the GTAA or the Receiver, and if the lessor does not promptly elect to do so after having received such request, the GTAA or the Receiver shall be authorized to reposition such Aircraft or cause such Aircraft to be repositioned, in each case,

to a location at Toronto Pearson International Airport designated by the GTAA (any repositioning set out in this paragraph shall constitute a the "Relocation").

6. THIS COURT ORDERS that neither the Maintenance nor any Maintenance Relocation nor any Relocation shall constitute or be deemed to constitute the exercise of custody or control or possession in respect of any Aircraft.

Morawetz J.

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

Proceeding commenced at Toronto

ORDER

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