

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE MORAWETZ

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WEDNESDAY, THE 13th DAY
OF OCTOBER, 2010



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

THOMAS COOK CANADA INC.

Applicant

- and -

SKYSERVICE AIRLINES INC.

Respondent

ORDER

THIS MOTION, made by FTI Consulting Canada Inc. in its capacity as the court-appointed receiver (the "**Receiver**") of the assets, undertakings and properties of Skyservice Airlines Inc. ("**Skyservice**") acquired for, or used in relation to a business carried on by Skyservice, including all proceeds thereof, for an order, among other things, authorizing and directing the Receiver to distribute a portion of the proceeds of the estate of Skyservice to Thomas Cook Canada, Inc. ("**TCCI**") in partial satisfaction of the Roynat Principal Claim, secured by the TCCI Roynat Security (as those terms are defined in the Notice of Motion) was heard this day at 330 University Avenue, Toronto, Ontario.

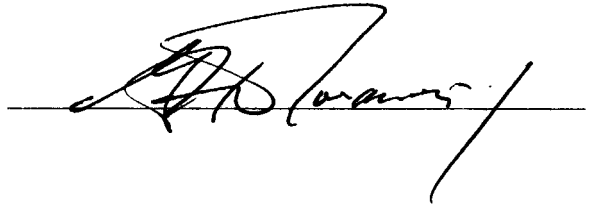
ON READING the Notice of Motion, the Sixth Report of the Receiver dated September 30, 2010 (the "**Sixth Report**"), filed; and on hearing the submissions of counsel for the Receiver, TCCI, and such other counsel as were present:

1. THIS COURT ORDERS that capitalized terms not otherwise defined in this Order shall have the meanings ascribed thereto in the Notice of Motion.
2. THIS COURT ORDERS that the Receiver is hereby authorized and directed to make a payment of \$5,000,000 to TCCI from the proceeds of the estate of Skyservice in partial satisfaction of the Roynat Principal Claim, secured by the TCCI Roynat Security.

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

OCT 13 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 -
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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IN THE MATTER OF THE RECEIVERSHIP OF SKYSERVICE AIRLINES INC.

BETWEEN:

THOMAS COOK CANADA INC.

- and -

SKYSERVICE AIRLINES INC.

13 OCT 2010

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

Order 13, 2010.

H. Meredith for Receiver.

J. Moore for CVT

S. G. Nicol for ~~WANA~~ Thomas Cook

L. Brown for Seaway Tours

S. Downing for BTA

*The order was not opposed and
on the consent of TCCI.*

*The record supports the requested
relief.*

Order to go in the form submitted

H. Meredith

ONTARIO
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Proceeding Commenced at Toronto

MOTION RECORD
(Returnable October 13, 2010)

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