

Schedule A – Form of Receiver’s Certificate

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Gans of the Ontario Superior Court of Justice (the "**Court**") dated March 31, 2010, FTI Consulting Canada Inc. was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of Skyservice Airlines Inc. ("**Skyservice**").

B. Pursuant to an Order of the Court dated October 13, 2010, the Court approved the agreement of purchase and sale made as of September 29, 2010 (the "**Sale Agreement**"), between the Receiver and Skyservice Investments Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of Skyservice’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate certifying the matters set out herein.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in sections 3, 4 and 5 of the Sale Agreement have been satisfied or waived by the Receiver and/or the Purchaser, as applicable; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at 3:00 P.M. on NOVEMBER 1, 2010

FTI CONSULTING CANADA INC., in its capacity as court-appointed receiver of the undertaking, property and assets of Skyservice Airlines Inc., and not in its personal capacity

Per:



Name: NIGEL D. MEAKIN

Title: SENIOR MANAGING DIRECTOR

