

**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

SALE PROCESS ORDER

(Stalking Horse Sale Process Order – 31 Fasken Drive, Toronto)

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, authorizing the Receiver to (i) enter into the purchase and sale agreement between the Receiver and 2157565 Ontario Inc. (the “**Purchaser**”) dated May 25, 2010 (as amended to the date hereof, the “**Agreement**”) and appended to the Report of the Receiver dated June 10, 2010 (the “**Report**”) and (ii) pursue offers of the purchase of the Debtor’s right, title and interest in the property known municipally as 31 Fasken Drive, Toronto, ON, and related assets as contemplated by Section 4 of the Agreement, 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 filed:

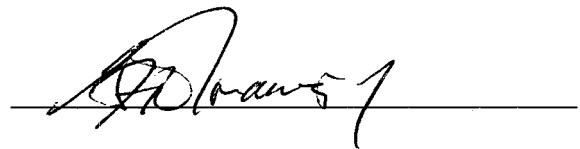
1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable June 16, 2010 and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that all capitalized terms used in this Order shall have the same meanings assigned to them under the Agreement and the order of this Court made on March 31, 2010, except where such capitalized terms are defined herein.

3. THIS COURT ORDERS that the Receiver be authorized to enter into the Agreement, provided that nothing herein approves the sale of the Purchased Assets on the terms set out in the Agreement, and that the validity of any sale of the Purchased Assets will be determined on a subsequent motion.

4. THIS COURT ORDERS that the Receiver be authorized to continue to pursue other and superior offers for the Purchased Assets in accordance with paragraphs 39 and 40 of the Report.

5. THIS COURT ORDERS that the provisions of the Agreement providing for payment of the Break-Fee are hereby authorized and approved and the Receiver is hereby authorized and directed to pay the Purchaser the Break-Fee in the amount of \$160,000 if the Purchaser becomes entitled to be paid the Break-Fee in accordance with Section 4 of the Agreement.



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.

BETWEEN:

THOMAS COOK CANADA INC.

- and -

SKYSERVICE AIRLINES INC.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding Commenced at Toronto

SALE PROCESS ORDER

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